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IN THE UNITED STATES DISTRICT COURT

FOR THE EASTERN DISTRICT OF PENNSYLVANIA

IN RE: WAWA, INC. : 19-CV-6019-GEKP  
DATA SECURITY LITIGATION :  
PLAINTIFF :  
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JAMES A. BYRNE U.S. COURTHOUSE  
CONDUCTED VIA VIDEOCONFERENCE  
WEDNESDAY, MAY 5, 2021  
COMMENCING AT 10:00 A.M.  
MOTION HEARING FOR PRELIMINARY  
APPROVAL

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BEFORE THE HONORABLE GENE E.K. PRATTER, J.

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APPEARANCES:

SHERRIE R. SAVETT, ESQUIRE  
JON JASON LAMBIRAS, ESQUIRE  
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PROCEEDINGS RECORDED BY STENOGRAPHY-COMPUTER,  
TRANSCRIPT PRODUCED BY COMPUTER-AIDED TRANSCRIPTION

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COUNSEL FOR WAWA AND AFFILIATES

PRESENT BY TELEPHONE:

LINDA NUSSBAUM, ESQUIRE  
JON LAMBIRAS, ESQUIRE  
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AMY BRANDT, ESQUIRE  
BILL PLATT, ESQUIRE  
DAVID CATHERINE, ESQUIRE  
JEANINE KENNEY, ESQUIRE  
SAMANTHA HOLBROOK, ESQUIRE

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1 (THE CLERK OPENS COURT.)

2 THE COURT: HELLO, EVERYBODY. PLEASE  
3 TAKE YOUR SEATS.

4 FIRST OFF, IT'S LOVELY TO SEE YOU HERE.  
5 THANK YOU FOR COMING, AND WE HAVE TO MY KNOWLEDGE AT  
6 LEAST TWO CAMERAS GOING AND WHO ELSE? WHO KNOWS WHAT  
7 ELSE? ONE CAMERA IS COMING FROM MY RIGHT, WHICH FOCUSES  
8 ON YOU ALL. THERE IS ANOTHER CAMERA AT THE BACK OF THE  
9 COURTROOM THAT SHOULD IT WANT TO, WILL FOCUS ON THE  
10 BENCH.

11 THE GAME RULES HERE ARE AS FOLLOWS. AS  
12 YOU SEE, I'M IN A TERRARIUM BEHIND PLASTIC, AND THAT IS  
13 WHY I'M NOT WEARING A MASK, AND I'M ALSO QUITE FAR AWAY  
14 FROM ALL OF YOU. YOU ALL ARE VERY NICELY PHYSICALLY  
15 DISTANCED. YOU ARE FOLLOWING SOME PROTOCOL WHICH CALLS  
16 FOR WEARING MASKS, WHICH IS TERRIFIC.

17 WHEN AND IF YOU SPEAK, PARTICULARLY IF  
18 YOU COME UP HERE TO THE LECTERN, AS FAR AS I'M CONCERNED  
19 AND SO THAT IT FACILITATES OUR COURT REPORTER, WHO IS  
20 TODAY REMOTE.

21 MS. WHITE, HOW ARE YOU, BY THE WAY?

22 COURT REPORTER: GREAT, AND YOU?

23 THE COURT: I'M GREAT.

24 SO THAT MS. WHITE CAN HEAR YOU AND MAKE  
25 SURE SHE KNOWS WHO IS SPEAKING, I WOULD APPRECIATE IT IF

1       YOU IDENTIFIED YOURSELF AND THEN SPOKE. IF YOU WISH AND  
2       IF THOSE AROUND YOU ARE COMFORTABLE WITH THIS, THEN  
3       PARTICULARLY IF YOU ARE SPEAKING AT THE LECTERN, YOU MAY  
4       AS FAR AS I'M CONCERNED REMOVE YOUR MASK WHILE YOU  
5       SPEAK.

6                       MR. PARKS: YOUR HONOR, I'M SORRY TO BE  
7       THE FLY IN THAT PARTICULAR OINTMENT, BUT MY LAW FIRM  
8       DOES INSIST THAT I HAVE TO CERTIFY THAT EVERYBODY HERE  
9       IS GOING TO FOLLOW THE PROTOCOLS THAT ARE IN THE EASTERN  
10      DISTRICT'S COVID RESPONSE PROGRAM. AND SO WHILE I DON'T  
11      HAVE TO INSIST THAT YOUR HONOR WEARS A MASK, I DO HAVE  
12      TO INSIST THAT EVERYBODY SPEAKING WEARS A MASK. WE CAN  
13      ALL BE LOUD AND INTRODUCE OURSELVES. WE'VE WORKED WITH  
14      THE COURT REPORTER TO MAKE SURE SHE CAN HEAR.

15                     THE COURT: NO PROBLEM.

16                     MR. PARKS: BUT I UNFORTUNATELY DO HAVE  
17      TO INSIST ON THAT.

18                     THE COURT: OKAY. WELL, SOME DAY YOU  
19      WON'T HAVE TO.

20                     MR. PARKS: I HOPE THAT IS TRUE SOON.

21                     THE COURT: ALL RIGHTY. SO YOU NEED TO  
22      HAVE STARTED OUT BY EXPLAINING, STATING YOUR NAME SO  
23      THAT MS. WHITE WAS ABLE TO KNOW THAT.

24                     MS. PARKS: CORRECT. THAT IS DONE.

25                     THE COURT: LET'S TAKE ATTENDANCE. GO

1           FOR IT.

2 MS. SAVETT: SHERRIE SAVETT, BERGER  
3 MONTAGUE, FOR THE CONSUMER PLAINTIFFS.

4 BENJAMIN JOHNS: GOOD MORNING, YOUR  
5 HONOR. BEN JOHNS FROM THE CHIMICLES SCHWARTZ FIRM, ALSO  
6 ON BEHALF OF THE CONSUMER PLAINTIFFS.

7 MS. LIEBENBERG: GOOD MORNING. BOBBIE  
8 LIEBENBERG, FINE, KAPLAN AND BLACK, FOR THE CONSUMER  
9 PLAINTIFFS.

10 MS. HOLBROOK: GOOD MORNING, YOUR HONOR.  
11 SAMANTHA HOLBROOK FROM CHIMICLES  
12 SCHWARTZ, ALSO FOR THE CONSUMER PLAINTIFFS.

13 MR. COHEN: GOOD MORNING, YOUR HONOR.  
14 BART COHEN FROM NUSSBAUM LAW GROUP FOR THE CONSUMER  
15 PLAINTIFFS.

16 MR. HAVILAND: GOOD MORNING, YOUR HONOR,  
17 IN THE BACK HERE, DON HAVILAND, HAVILAND HUGHES FOR THE  
18 EMPLOYEE TRACK PLAINTIFFS.

19 MR. PLATT: YOUR HONOR, BILL PLATT. I'M  
20 HERE WITH MR. HAVILAND FOR THE EMPLOYEE TRACK  
21 PLAINTIFFS.

22 MR. CATHERINE: GOOD MORNING, YOUR HONOR.

23 MY NAME IS DAVID CATHERINE. I'M HERE WITH MR. HAVILAND

24 ON BEHALF OF THE EMPLOYEE TRACK PLAINTIFFS.

25 THE COURT: I'M ASSUMING, SUZANNE, THAT

1       YOU ARE GETTING A WRITTEN LIST OF WHO-ALL IS APPEARING  
2       FROM MR. COYLE.    RIGHT?

3                       AND THEN FINALLY --

4                       MS. KENNEY:   JEANNINE KENNEY FROM  
5       HAUSFELD LLP FOR THE FINANCIAL INSTITUTION CLASS.   I'M  
6       ON THE LIST.

7                       THE COURT:   IT WAS MS. KENNEY FROM  
8       HAUSFELD.

9                       I BELIEVE ON THE PHONE WE MAY HAVE -- OR  
10       IN SOME OTHER FASHION HAVE SOMEBODY ELSE ON THE PHONE.  
11       WOULD YOU ALL PLEASE NOTE YOUR PRESENCE.

12                      MS. BRANDT:   YES, YOUR HONOR.   THIS IS  
13       AMY BRANDT FROM THE LAW FIRM OF WEIR AND PARTNERS, AND  
14       I'M APPEARING ON BEHALF OF THE CONSUMER PLAINTIFFS, BUT  
15       SPECIFICALLY PLAINTIFF MARISA GRAZIANO.

16                      MS. NUSSBAUM:   GOOD MORNING, YOUR HONOR.  
17       LINDA NUSSBAUM OF THE NUSSBAUM LAW GROUP FOR THE  
18       CONSUMER PLAINTIFFS.

19                      MR. LAMBIRAS:   THIS IS JOHN LAMBIRAS WITH  
20       BERGER MONTAGUE ON BEHALF OF THE CONSUMER TRACK  
21       PLAINTIFFS.

22                      MR. DEVER:   YOUR HONOR, IT'S JERRY DEVER  
23       FROM FINE KAPLAN AND BLACK, ALSO ON BEHALF OF THE  
24       CONSUMER PLAINTIFFS.   THANK YOU.

25                      THE COURT:   I BELIEVE WE ALSO -- JUST SO

1 EVERYBODY KNOWS THIS, WE HAVE AT LEAST ONE MEMBER OF THE  
2 PRESS WHO WAS INTERESTED ENOUGH TO SECURE THE LINK TO  
3 THIS HEARING. AND FOR EVERYBODY'S BENEFIT, I WILL  
4 MERELY REPEAT TO THE EXTENT THAT ANYONE IS --

5 MR. PARKS: FOR DEFENDANTS, HELLO AGAIN,  
6 YOUR HONOR, GREG PARKS OF MORGAN LEWIS AND BOCKIUS FOR  
7 DEFENDANT WAWA, INC. AND ITS AFFILIATES.

8 MS. HADGIS: GOOD MORNING, YOUR HONOR,  
9 KRISTIN HADGIS, ALSO MORGAN LEWIS AND BOCKIUS, FOR  
10 DEFENDANT WAWA, INC. AND ITS AFFILIATES.

11 THE COURT: I THINK NOW WE HAVE EVERYBODY  
12 CHECKED IN.

13 I WILL STATE AND REMIND YOU ALL THAT AS A  
14 MATTER OF FEDERAL LAW, NOT JUST EVEN EASTERN DISTRICT  
15 PROTOCOL -- AS A MATTER OF FEDERAL LAW NO RECORDING OR  
16 COPYING OF A VIDEO OF A COURT PROCEEDING MAY BE MADE OR  
17 CIRCULATED. SOME DAY WE WILL EVEN HAVE THE TECHNOLOGY  
18 TO PUT A LITTLE WIRED MARK ON OUR FILM, BUT APPARENTLY  
19 THAT IS BEYOND OUR KEN AT THIS POINT.

20 SO WHO WANTS TO START? I HAVE NO  
21 PARTICULAR ORDER IN WHICH I NEED THIS TO PROCEED. I  
22 WILL TRY TO BE AS POLITE AS I CAN WHEN I INTERRUPT YOU  
23 WITH QUESTIONS.

24 MS. SAVETT: YOUR HONOR, IF I MAY,  
25 SHERRIE SAVETT FOR THE CONSUMER TRACK PLAINTIFFS WOULD



1       LIKE TO LAY OUT OUR CLAIMS.

2                       THE COURT:   SURE.   GO AHEAD.

3                       MS. SAVETT:   THANK YOU.

4                       I WILL BE PRESENTING TODAY ALONG WITH MY  
5       CO-COUNSEL BEN JOHNS.   AND FIRST, I WILL ADDRESS THE  
6       CONSUMER PLAINTIFFS' OVERALL MOTION FOR PRELIMINARY  
7       APPROVAL OF THE SETTLEMENT.

8                       NEXT, I WILL ADDRESS SOME OF THE  
9       OBJECTIONS RAISED BY THE EMPLOYEE PLAINTIFFS.   SOME OF  
10      THESE OBJECTIONS HAVE BEEN RESOLVED BY THE PARTIES'  
11      AMENDMENT TO THE SETTLEMENT AGREEMENT, WHICH WE FILED  
12      WITH THE COURT LAST WEEK.   THE AMENDMENT CLARIFIES THE  
13      SCOPE OF THE RELEASE.   THE REVISED RELEASE ENCOMPASSES  
14      ONLY CLAIMS OF THEFT OF PAYMENT CARD INFORMATION AND  
15      ONLY DURING THE PERIOD OF MARCH 2019 TO DECEMBER 2019.  
16      THE RELEASE DOES NOT RELEASE CLAIMS OF THEFT OF  
17      EMPLOYMENT-RELATED INFORMATION.   THAT IS MR. HAVILAND'S  
18      CASE.   THUS THE EMPLOYEE PLAINTIFFS ARE FREE TO PURSUE  
19      THEIR CLAIMS OF THEFT OF EMPLOYMENT-RELATED INFORMATION  
20      IN THE EMPLOYEE TRACK.

21                      MR. JOHNS WILL ADDRESS THE PROPOSED  
22      NOTICE PLAN WHEN I HAVE GONE THROUGH THE OTHER ELEMENTS  
23      OF OUR CASE.   WE WOULD LIKE TO RESERVE REBUTTAL TIME IF  
24      WE MAY, AFTER --

25                      THE COURT:   THAT IS FINE.

1 BY THE WAY, MY BEST GUESS IS THAT THIS  
2 SHOULD BASICALLY BE A MORNING ACTIVITY FOR ALL OF US,  
3 RATHER THAN -- AS OPPOSED TO A MARATHON BEYOND THAT.

4 MS. SAVETT: HOPEFULLY THAT WILL BE THE  
5 CASE.

6 THE COURT: ARE YOU SUPPOSED TO SAY THAT  
7 WOULD BE UP TO ME BECAUSE I WILL KEEP MY QUESTIONS TO A  
8 MINIMUM. YOU ALL CAN GET OUT AND ABOUT ON YOUR MERRY  
9 WAY. GO AHEAD.

10 MS. SAVETT: THANK YOU.

11 AS A HIGH LEVEL OVERVIEW OF THE CASE IN  
12 SETTLEMENT, THIS IS A DATA BREACH CLASS ACTION. THE  
13 CONSUMER PLAINTIFFS SEEK PRELIMINARY APPROVAL OF THE  
14 PROPOSED SETTLEMENT UNDER FEDERAL RULE OF CIVIL  
15 PROCEDURE 23(E)(1). THE DATA BREACH INVOLVES THE THEFT  
16 OF CREDIT AND DEBIT CARD NUMBERS, EXPIRATION DATES AND  
17 CARDHOLDER NAMES. THE CLASS SIZE IS APPROXIMATELY 22  
18 MILLION CARDHOLDERS. THE BREACH TOOK PLACE FROM MARCH  
19 4TH, 2019 TO DECEMBER 12TH, 2019.

20 THE SETTLEMENT PROPOSED OFFERS TANGIBLE  
21 BENEFITS TO ALL CONSUMERS WHO USED PAYMENT CARDS AT WAWA  
22 DURING THE BREACH PERIOD. THE SETTLEMENT WAS REACHED  
23 WITH THE ASSISTANCE OF A HIGHLY RESPECTED MEDIATOR, THE  
24 HONORABLE DIANE WELSH OF JAMS. JUDGE WELSH PREPARED A  
25 DECLARATION IN SUPPORT OF THE SETTLEMENT, WHICH WE FILED

1 WITH OUR OPENING BRIEF.

2 NOW I'M GOING TO SUMMARIZE THE SETTLEMENT  
3 BENEFITS. UNDER THE PROPOSED SETTLEMENT, WAWA WILL  
4 PROVIDE UP TO \$9 MILLION IN WAWA GIFT CARDS AND CASH.  
5 INJUNCTIVE RELIEF IS PROVIDED, WHICH IS VALUED AT  
6 APPROXIMATELY \$35 MILLION, AND A SEPARATE \$3.2 MILLION  
7 LUMP SUM PAYMENT IS TO BE USED FOR CLAIMS ADMINISTRATION  
8 COSTS, CLASS COUNSEL'S ATTORNEYS' FEES AND EXPENSES, AND  
9 SERVICE AWARDS TO THE NAMED CLASS REPRESENTATIVES.

10 THE \$9 MILLION IN GIFT CARDS AND CASH  
11 WILL BE ALLOCATED THROUGH THREE TIERS, REFLECTING THE  
12 DEGREE OF HARM OR NOT HARM THAT WAS EXPERIENCED BY  
13 MEMBERS OF THE CLASS. TIER 1 IS AVAILABLE TO CONSUMERS  
14 WHO USED A PAYMENT CARD AT WAWA DURING THE BREACH PERIOD  
15 AND DID NOT EXPERIENCE A FRAUDULENT CHARGE ON THEIR  
16 CARD. TIER 1 CLAIMANTS ARE ELIGIBLE TO RECEIVE A \$5  
17 WAWA GIFT CARD. AGGREGATE TIER 1 DISTRIBUTIONS ARE  
18 SUBJECT TO A \$6 MILLION --

19 THE COURT: MS. SAVETT, DO YOU WANT TO  
20 ADDRESS NOW HOW YOU WOULD DESCRIBE THE DIFFERENCE  
21 BETWEEN A GIFT CARD AND A COUPON?

22 MS. SAVETT: YES.

23 78 PERCENT OF THE PRODUCTS SOLD AT WAWA  
24 ARE SOLD FOR \$5 OR LESS. SO THE CLASS MEMBERS WHO  
25 DIDN'T EXPERIENCE ANY HARM OR FRAUD ON THEIR CARD CAN

1 BUY MANY, MANY PRODUCTS AT WAWA AND THEY DON'T HAVE TO  
2 SPEND ONE DIME OF THEIR OWN MONEY. SO THAT IS ONE OF  
3 THE HALLMARKS OF THE GIFT CARD, AS OPPOSED TO A COUPON  
4 WHERE YOU HAVE TO PUT OUT -- IF YOU BUY A PRODUCT, YOU  
5 HAVE TO PUT OUT YOUR OWN MONEY AND YOU GET A DISCOUNT.

6 THE COURT: WHAT IF THE COUPON IS FREE,  
7 FREE CANDY BAR?

8 MS. SAVETT: WELL THEN, IT'S MORE LIKE A  
9 GIFT CARD. BUT THERE'S OTHER ELEMENTS THAT MAKE THIS A  
10 GIFT CARD. IT'S TRANSFERABLE, IT'S OPEN FOR ONE YEAR,  
11 AND IT'S THE EQUIVALENT OF CASH.

12 ANOTHER POINT IS THAT WAWA HAS STATISTICS  
13 INDICATING THAT WHEN THEY HAVE HAD GIFT CARDS IN THE  
14 PAST, THEY ARE -- 97.5 PERCENT OF THEM ARE USED. SO IT  
15 SHOWS THAT WAWA'S CUSTOMERS WHO HAVE A VERY, VERY HIGH  
16 RATE OF BEING REPETITIVE CUSTOMERS --

17 THE COURT: HOW DO YOU KNOW THAT?

18 MS. SAVETT: THESE ARE STATISTICS THAT WE  
19 GOT FROM WAWA FROM THEIR OWN RECORDS.

20 THE COURT: WELL, THEN MAYBE THEY CAN  
21 TELL ME HOW THEY KNOW THAT.

22 MS. SAVETT: SHOULD I GO ON?

23 THE COURT: SURE.

24 MS. SAVETT: SO I WAS JUST EXPLAINING  
25 WITH THE CAPS AND THE FLOORS THAT IF THE AGGREGATE

1 CLAIMS ARE GREATER THAN 6 MILLION, EACH GIFT CARD WILL  
2 BE REDUCED PRO RATA, AND IF THE AGGREGATE CLAIMS ARE  
3 LESS THAN 1 MILLION, EACH GIFT CARD WILL BE INCREASED  
4 PRO RATA.

5 TIER 2. TIER 2 IS AVAILABLE TO CONSUMERS  
6 WHO USED A PAYMENT CARD AT WAWA DURING THE BREACH PERIOD  
7 AND EXPERIENCED AN ACTUAL OR ATTEMPTED FRAUDULENT CHARGE  
8 ON THEIR CARD, AND THEY WILL RECEIVE A \$15 WAWA GIFT  
9 CARD.

10 THE COURT: WHAT IS THE PLAN FOR  
11 DETERMINING THE EFFICACY OF SUCH A CLAIM?

12 MS. SAVETT: WELL, IF THEY -- THE CLASS  
13 MEMBER GETS TO CHOOSE BETWEEN TIER 1, TIER 2 AND TIER 3.  
14 SO EVERYBODY HAS TO CERTIFY THAT THEY SPENT SOME TIME  
15 MONITORING THEIR ACCOUNT. THEY JUST HAVE TO CHECK A BOX  
16 FOR THAT.

17 NOW, IF YOU JUST MAKE A CLAIM UNDER TIER  
18 1, ALL YOU HAVE TO DO IS SHOW THAT YOU USED YOUR CREDIT  
19 CARD AT WAWA DURING THAT PERIOD. AND HOW WOULD YOU SHOW  
20 THAT? EVERYBODY GETS A CREDIT CARD STATEMENT INDICATING  
21 WHERE YOU MAKE YOUR PURCHASES. YOU CAN TAKE A  
22 SCREENSHOT OF IT. IF YOU DON'T KEEP THEM, IT'S EASY TO  
23 GET THEM ONLINE. THAT IS EXTREMELY EASY TO DO.

24 THEN FOR SOMEBODY IN TIER 2, THEY HAVE TO  
25 SHOW THAT THEY USED THEIR CARD, THAT THERE WAS AN

1       ATTEMPTED FRAUD, AND THAT GENERALLY THOSE PEOPLE WHO  
2       WOULD CHOOSE TIER 2 HAD THE FRAUD CHARGE REVERSED BY A  
3       BANK, BECAUSE IT'S THE NORMAL PRACTICE THAT WHEN FRAUD  
4       IS REPORTED, BANKS WILL REVERSE THOSE CHARGES, AND SO  
5       THE PERSON DOES NOT EXPERIENCE ANY ACTUAL DAMAGE OR  
6       FRAUDULENT CHARGE.

7 THE COURT: AND SADLY, I'M FAMILIAR WITH  
8 THAT. BUT MY REAL QUESTION IS, ONCE A CLAIMANT CHECKS  
9 THE BOX, A BOX, LET'S ASSUME THEY CHECK THE BOX THAT  
10 SAYS THEY ARE PART OF TIER 2, WHAT PROCESS, IF ANY, IS  
11 THERE UNDER THIS PROPOSED SETTLEMENT FOR AN EVALUATION  
12 AS TO THE ACCURACY OF THE ASSERTION THAT THE CLAIMANT  
13 BELONGS TO TIER 2 AND GETS THE \$15 CARD AS OPPOSED TO  
14 BEING SHUNTED OFF TO TIER 1 OR \$5.

15 MS. SAVETT: WITH TIER 2 THEY HAVE TO  
16 HAVE A LITTLE MORE PROOF. TIER 1 JUST HAS TO SHOW I  
17 MADE A PURCHASE AT WAWA DURING THAT PERIOD. TIER 2 HAS  
18 TO SHOW THAT A CHARGE WAS REVERSED OR THAT IT APPEARED  
19 TO BE A FRAUD. THEY HAVE TO HAVE SOME OTHER  
20 DOCUMENTATION THAT SHOWS THE PROCESS, THAT IT WAS  
21 FRAUDULENT AND THEN IT WAS REVERSED.

22 THE COURT: OKAY. IT'S THE ADMINISTRATOR  
23 THAT DETERMINES THAT, NOT WAWA, FOR EXAMPLE.

24 MS. SAVETT: CORRECT.

25 THE COURT: IT'S NOT SOME COMMITTEE OF

1 NONEXPERTS.

2 MS. SAVETT: THAT'S RIGHT. WE HAVE KCC,  
3 HIRED AS OUR INDEPENDENT ADMINISTRATOR, AND THAT WILL BE  
4 THE BIG PART OF THEIR JOB, TO MAKE SURE THAT THERE IS  
5 ADEQUATE PROOF IN THE WAYS THAT I JUST DESCRIBED.

6 AND TIER 3 ARE THE PEOPLE WHO REALLY HAD  
7 THE MOST HARM, AND THEY HAD TO SHOW THAT THEY  
8 EXPERIENCED AN ACTUAL OR FRAUDULENT CHARGE ON THEIR CARD  
9 AND THAT THEY INCURRED OUT-OF-POCKET LOSSES OR EXPENSES  
10 RELATED TO THE BREACH. SO THEY WILL GET CASH UP TO \$500  
11 PER PERSON IF THEY PROVIDE PROOF. AND QUALIFYING LOSSES  
12 INCLUDE UNREIMBURSED FRAUD CHARGES, BANK FEES,  
13 REPLACEMENT CARD FEES, LATE FEES FROM TRANSACTIONS WITH  
14 THIRD PARTIES THAT WERE DELAYED DUE TO FRAUD OR CARD  
15 REPLACEMENTS, CREDIT FREEZE FEES, PARKING EXPENSES OR  
16 TRANSPORTATION EXPENSES USED TO TRY TO CLEAR UP THEIR  
17 ACCOUNTS. AND WE ALSO HAVE A CATCHALL, OTHER EXPENSES  
18 REASONABLY ATTRIBUTABLE TO THE DATA SECURITY INCIDENT.  
19 SO THEY HAVE TO PROVE WHAT THEY'D HAVE TO PROVE IN COURT  
20 TO GET UP TO \$500. THE OTHER CATEGORIES ARE MUCH MORE  
21 LOOSE IN THEIR PROOF. CATEGORY 1 ONLY HAS TO JUST SHOW  
22 A TRANSACTION.

23 THE NOTICE PROCEDURE IS -- WE ARE GOING  
24 TO GO THROUGH THAT IN GREAT DETAIL, BUT IT IS NOT HARD  
25 TO GET THIS INFORMATION AND FILE A CLAIM. IT'S VERY

1 EASILY ACCESSIBLE TO ALL CONSUMERS. IF YOU DON'T KEEP  
2 YOUR STATEMENTS, THEN YOU CAN GET THEM ONLINE, AND YOU  
3 JUST HAVE TO TAKE A PICTURE OF THEM WITH YOUR PHONE.  
4 THERE IS A QR PROCEDURE WITH A SCAN, AND YOU CAN DO IT  
5 ALL ELECTRONICALLY IF YOU ARE UNDER 40 AND YOU KNOW HOW  
6 TO DO IT. THAT IS A JOKE. BUT SOME PEOPLE OUR AGE KNOW  
7 HOW TO DO IT. I JUST LEARNED HOW TO DO IT BY GOING TO  
8 RESTAURANTS. IT'S NOT SO HARD. YOU CAN ORDER THAT WAY.  
9 BUT WE ARE TRYING TO MAKE IT AS EASY AS POSSIBLE FOR  
10 PEOPLE TO MAKE CLAIMS.

11 SO DO YOU HAVE ANY OTHER QUESTIONS ON  
12 THAT PART OF IT? SHOULD I GO ON?

13 THE COURT: WELL, YOU KEEP GOING. I MAY  
14 COME BACK TO IT.

15 MS. SAVETT: SO WAWA GIFT CARDS ARE A  
16 REASONABLE FORM OF COMPENSATION IN THIS UNIQUE CASE  
17 BECAUSE WAWA HAS AN UNUSUALLY LOYAL BASE OF REPEAT  
18 CUSTOMERS. THUS, THEY ARE HIGHLY LIKELY TO REVISIT WAWA  
19 IN THE FUTURE. 78 PERCENT OF WAWA'S PRODUCTS ARE PRICED  
20 LESS THAN \$5 SO THEY DON'T HAVE TO SPEND ANY MONEY TO  
21 GET SOMETHING. AND BY THE WAY, THEY CAN EVEN USE IT FOR  
22 GAS. EVERYBODY NEEDS GAS -- ALMOST EVERYBODY.

23 THE COURT: WHAT IS THE PRICE OF GAS  
24 TODAY?

25 MS. SAVETT: IT'S GETTING MORE EXPENSIVE.



1 CLASS MEMBERS WILL NOT NEED TO SPEND ANY  
2 OF THEIR OWN MONEY IF THEY DON'T WANT TO, AND THEY CAN  
3 GET PRODUCTS. THEY CAN GET VALUE FROM THOSE GIFT CARDS.

4 THE COURT: WAS THERE -- WELL, ONE OF THE  
5 ISSUES THAT HAS BEEN KICKING AROUND HERE IS WHY A GIFT  
6 CARD? WHY NOT CASH? AND THEN ONE OF YOUR ANSWERS IS  
7 GOING TO BE, WELL, THE GIFT CARDS ARE TRANSFERABLE, ET  
8 CETERA, ET CETERA. IF THEY ARE TRANSFERABLE AND IF A  
9 RECIPIENT OF A GIFT CARD COULD STAND OUTSIDE OR INSIDE A  
10 WAWA AND TURN TO ANOTHER PERSON AND SAY, GIVE ME 5 BUCKS  
11 FOR MY CARD, WHY NOT JUST PAY -- HAVE THE SETTLEMENT BE  
12 MONEY INSTEAD OF A CARD? WHY ARE THEY CARDS AND NOT  
13 CASH?

14 MS. SAVETT: YOUR HONOR, THIS WAS HEAVILY  
15 NEGOTIATED.

16 THE COURT: I'M SURE IT WAS.

17 MS. SAVETT: SETTLEMENTS ARE A  
18 COMPROMISE, AND FOR WAWA IT'S PROBABLY COST THEM LESS TO  
19 DO GIFT CARDS. AND THEY FEEL THAT THEY WILL BE USED AND  
20 WE HAVE NEGOTIATED --

21 THE COURT: THAT'S BECAUSE YOUR  
22 EXPECTATION IS THAT THEY WILL NOT ALL BE CASHED IN, SO  
23 TO SPEAK.

24 MS. SAVETT: WELL, WITH 97.2 PERCENT OF  
25 GIFT CARDS BEING USED OVER TIME, THERE IS A VERY HIGH

1       PROBABILITY THAT THEY WILL BE USED, AND THEY ARE VERY  
2       EASY TO USE. I MEAN, THERE ARE GOING TO BE SIGNS RIGHT  
3       AT THE CHECKOUT WHERE YOU CAN QUALIFY, YOU CAN DO YOUR  
4       CLAIM VIRTUALLY RIGHT THERE. I MEAN, THERE IS A HIGH  
5       PROBABILITY THAT THEY ARE NOT ONLY BE USED, THEY COULD  
6       POTENTIALLY BE PRORATED. BUT THINK ABOUT THE FACT THAT  
7       TIER 1 --

8 THE COURT: LET'S PUT IT A DIFFERENT WAY.  
9 AS OPPOSED TO THE SETTLEMENT BEING -- SENDING OUT A  
10 BUNCH OF CHECKS INSTEAD OF THE CARDS, WHY COULD A  
11 RECIPIENT OF THE GIFT CARD, WHEN THEY COME INTO A WAWA  
12 FOR THEIR LOYAL RETURN VISIT, SIMPLY TENDER THE CARD AND  
13 GET THE CASH?

14 MS. SAVETT: YOUR HONOR, THIS WAS PART OF  
15 THE NEGOTIATION AND A COMPROMISE, AND WE WERE TRYING TO  
16 GET VALUE FOR OUR CLASS. AND THE PEOPLE IN TIER 1,  
17 REALLY YOU COULD ARGUE, DID NOT HAVE ANY HARM. MAYBE  
18 THEY WERE WORRIED THAT THEIR CREDIT CARD WAS STOLEN.  
19 THAT IS NOT A RECOGNIZABLE LEGAL HARM. WE ARE GIVING  
20 THEM SOMETHING OF VALUE THAT THEY WOULD NOT OTHERWISE  
21 HAVE AS A RESULT OF THIS SETTLEMENT. BUT WE THINK IT  
22 DOES HAVE REAL VALUE AND IT IS EASILY USED. AND WE  
23 THINK THAT THE WAY WE HAVE TIERED IT REALLY TAKES INTO  
24 ACCOUNT THE DIFFERENT DEGREES OF HARM.

25 THE PEOPLE THAT REALLY HAD A FRAUDULENT

1 CHARGE THAT DID NOT GET REVERSED, THEY ARE GOING TO GET  
2 CASH, OR IF THEY HAD TO SPEND, YOU KNOW, \$25 OR \$30  
3 PARKING OUTSIDE A BANK TO CLEAR IT UP, THEY ARE GOING TO  
4 GET CASH. THEY GET UP TO \$500 IF THEY CAN PROVE THEIR  
5 EXPENSES. AND THOSE ARE THE PEOPLE THAT HAVE REAL SOLID  
6 OUT-OF-POCKET LOSSES.

7 AND THE \$15 IN-BETWEEN ONE IS FOR PEOPLE  
8 THAT REALLY HAD TO GO TO THE TROUBLE OF GETTING IT  
9 REVERSED. EVEN IF THEY DIDN'T GET CHARGED FOR THE  
10 FRAUDULENT TRANSACTION, THEY HAD TO GO TO QUITE A BIT  
11 MORE TROUBLE TO GET IT REVERSED. SO THEY ARE GETTING  
12 SOMETHING MORE THAN THE PEOPLE THAT HAD NO TANGIBLE HARM  
13 AT ALL. BUT THEY ARE GETTING -- TIER 1 IS GETTING A  
14 TANGIBLE BENEFIT JUST FOR HAVING BEEN A VICTIM OF THAT  
15 DATA BREACH. TIER 2 IS GETTING A LITTLE BIT MORE, AND  
16 TIER 3, THE PEOPLE THAT REALLY HAVE OUT-OF-POCKET DAMAGE  
17 THAT IF THEY LITIGATED THE CASE THEY WOULD HAVE TO PROVE  
18 IN COURT, ARE GOING TO GET UP TO \$500.

19 WE THOUGHT IT WAS A VERY REASONABLE  
20 COMPROMISE. I DON'T AT THIS TIME WANT TO GO INTO ALL  
21 THE RISKS OF THE LITIGATION, BUT THE DEFENDANT ARGUED  
22 THERE WAS NO CAUSATION. THERE WAS SUCH A LOW DEGREE OF  
23 FRAUD ON THESE CREDIT CARDS, EVEN THOUGH 22 MILLION  
24 CARDS WERE STOLEN, THAT HOW CAN YOU PROVE THAT IT WAS  
25 DUE TO THE BREACH, BECAUSE THERE IS ALWAYS A CERTAIN

1 DEGREE OF CREDIT CARD FRAUD IN EVERY BIT OF LARGE  
2 TRANSACTIONS WITH AN OUTFIT LIKE WAWA WITH 900 STORES  
3 AND 64 MILLION TRANSACTIONS A MONTH, WHICH OCCURRED THIS  
4 JANUARY. SO THIS WAS A COMPROMISE TO TRY TO GET VALUE  
5 FOR OUR CLASS MEMBERS, AND WE THINK IT'S A VERY FAIR  
6 COMPROMISE BECAUSE THESE ARE REAL VALUE.

7 THE COURT: WHY DO THEY EXPIRE WITHIN A  
8 YEAR?

9 MS. SAVETT: WELL, THE DEFENDANT  
10 ORIGINALLY PROPOSED A MUCH QUICKER EXPIRATION, AND THIS  
11 WAS A COMPROMISE.

12 THE COURT: BETWEEN WHAT AND WHAT?

13 MS. SAVETT: I THINK THE FIRST POSITION  
14 WAS A MONTH, AND WE ENDED UP NEGOTIATING A YEAR. AND  
15 CONSIDERING THAT WAWA'S CUSTOMERS DO COME IN QUITE OFTEN  
16 FOR THEIR COFFEES AND THEIR HOAGIES, WE THINK THAT  
17 PEOPLE WILL USE THESE CARDS EASILY IN -- THESE GIFT  
18 CARDS IN A YEAR. AND I THINK -- WE THOUGHT IT WAS A  
19 REASONABLE AMOUNT OF TIME THAT PEOPLE COULD HAVE TO USE  
20 THEM.

21 THE COURT: A YEAR FROM WHAT?

22 MS. SAVETT: FROM THEIR ISSUANCE.

23 THE COURT: NOT ON RECEIPT?

24 MS. SAVETT: WELL, RECEIPT SHOULD COME AT  
25 THE SAME TIME AS ISSUANCE BECAUSE THEY ARE GOING TO --

1 THE COURT: USING WHAT METHOD OF  
2 DELIVERY?

3 MS. SAVETT: I THINK IT WOULD BE AS THEY  
4 FILE THEIR CLAIMS.

5 THE COURT: ARE YOU GETTING HAPPY NEW  
6 YEAR CARDS RIGHT NOW THROUGH THE MAIL? I'M REALLY JUST  
7 ASKING.

8 MS. SAVETT: THOSE ARE FAIR QUESTIONS,  
9 FOR SURE.

10 THE COURT: TO FULLY UNDERSTAND WHAT DOES  
11 A YEAR MEAN, A YEAR FROM WHEN THEY COME OFF THE ASSEMBLY  
12 LINE AND THEY HAVE BEEN STAMPED OR -- YOUR COLLEAGUE,  
13 MR. PARKS, IS PRACTICALLY JUMPING OUT OF HIS SEAT HERE.

14 MS. SAVETT: COULD I HAVE MR. PARKS  
15 ANSWER THAT QUESTION? I'M NOT 100 PERCENT SURE.

16 MS. PARKS: YES, YOUR HONOR. THESE GIFT  
17 CARDS ARE GOING TO BE ISSUED BY E-MAIL. WHEN CLASS  
18 MEMBERS MAKE CLAIMS, THEY ARE GOING TO PROVIDE US WITH  
19 AN E-MAIL ADDRESS. AND THERE WILL BE AN E-MAIL THAT  
20 COMES OUT THAT GIVES THEM THEIR GIFT CARD. IT'S AN  
21 ELECTRONIC GIFT CARD, ACTUALLY, AND IT WILL BE A YEAR  
22 FROM WHEN THE E-MAIL COMES OUT WILL BE WHEN THEY ARE --

23 THE COURT: SO WE ARE NOT -- NOT IN THE  
24 U.S. MAIL.

25 MS. PARKS: YOU BET, YOUR HONOR. THAT'S

1 CORRECT. WE ARE NOT.

2 THE COURT: SO NOT TO MAKE TOO MUCH OF  
3 THIS, IT'S NOT UNLIKE A BED, BATH AND BEYOND COUPON.

4 MS. PARKS: WELL, WE BRISTLE AT THE WORD  
5 "COUPON," YOUR HONOR. IT'S NOT A COUPON. BUT IN TERMS  
6 OF THE EXPIRATION DATE, IT IS CORRECT THAT IT WILL BE A  
7 YEAR FROM THE MOMENT THE CONSUMER ACTUALLY HAS IT IN  
8 THEIR HAND AND CAN USE IT. THEY WILL BE ABLE TO USE IT  
9 THE VERY DAY THEY GET IT BY E-MAIL, AND THEN BE ABLE TO  
10 USE IT FOR A YEAR -- UP TO A YEAR AFTER THAT.

11 THE COURT: WHAT HAPPENS TO THE LUDDITES?

12 MS. PARKS: WE ACTUALLY DID TALK ABOUT  
13 THAT AND WE CAME UP WITH A SOLUTION THAT IS, IF THAT  
14 PERSON EITHER WANTS TO GIVE AN E-MAIL TO A FRIEND OR  
15 FAMILY MEMBER WHO CAN GET THE E-MAIL AND THEN PRINT IT  
16 OUT OR WE DO HAVE A SOLUTION WHEREBY THE CLAIMS  
17 ADMINISTRATOR CAN PRINT A PRINTED VERSION OF IT AND SEND  
18 IT TO THEM IN THE MAIL. SO WE HAVE A WAY TO DO THAT.  
19 THE E-MAIL GIFT CARD WHEN PRINTED, IT WORKS. YOU DON'T  
20 HAVE TO BRING IT INTO WAWA ELECTRONICALLY. IT COULD BE  
21 PRINTED OUT AND USED THAT WAY. SO THERE ARE A COUPLE  
22 DIFFERENT WAYS FOR THE LUDDITES, BECAUSE WE TALKED ABOUT  
23 THAT. WE TALKED AT MEDIATION ABOUT THE FACT THAT, YOU  
24 KNOW, MY GRANDMOTHER GOES TO WAWA AND SHE DOES NOT  
25 REALLY HAVE E-MAIL. BUT SHE COULD HAVE IT E-MAILED TO

1 ME, I COULD PRINT IT FOR HER, SAY, HERE GRANDMA, HERE IS  
2 YOUR E-MAIL, HERE IS YOUR GIFT CARD AND EVERYBODY IS  
3 HAPPY.

4 MS. SAVETT: ALSO I WOULD LIKE TO ADD  
5 THAT FOR THE LUDDITE AND FOR PEOPLE THAT STILL LIKE  
6 PAPER, THEY CAN FILE A PAPER CLAIM AND MAIL IT IN. WE  
7 HAVE IT ELECTRONICALLY OR IN PAPER.

8 THE COURT: GO AHEAD.

9 MS. SAVETT: JUDGE WELSH'S DECLARATION  
10 COMMENTS ON THIS ASPECT OF THE SETTLEMENT. SHE SAID:  
11 WAWA EMPHASIZED THAT WAWA'S CUSTOMERS ARE FAR MORE  
12 LIKELY TO BE REPEAT CUSTOMERS, AND THUS A CLASS  
13 SETTLEMENT INVOLVING GIFT CARDS WOULD BE A LOGICAL AND  
14 EFFECTIVE WAY TO COMPENSATE CONSUMERS. WAWA AGREED THE  
15 GIFT CARDS WOULD BE FULLY TRANSFERRABLE AND GOOD FOR AT  
16 LEAST A YEAR. THIS WAS PERSUASIVE TO ME AS A MEDIATOR.

17 SO THE POINT IS THAT THESE ASPECTS AND  
18 THESE KINDS OF QUESTIONS THAT YOU ARE ASKING WERE  
19 HEAVILY DISCUSSED AT THE MEDIATION, AND WE ATTEMPTED TO  
20 WORK OUT ALL OF THE SCENARIOS THAT WE COULD THINK OF.

21 NOW, I WOULD LIKE TO ADDRESS THE  
22 INJUNCTIVE RELIEF, WHICH IS REALLY VERY SIGNIFICANT  
23 HERE. AND I WOULD LIKE TO STATE THAT ALL CLASS MEMBERS  
24 GET THE BENEFIT OF THE INJUNCTIVE RELIEF, AND ESPECIALLY  
25 BECAUSE MOST OF THEM ARE REPEAT CUSTOMERS. AND THE

1 INJUNCTIVE RELIEF AT THE END OF THE DAY IS TO PROTECT  
2 THE SYSTEM SO THIS KIND OF A CREDIT CARD -- PAYMENT CARD  
3 BREACH WOULD NEVER OCCUR AGAIN.

4 SO SOME OF THE ELEMENTS OF THE INJUNCTIVE  
5 RELIEF, ALL OF WHICH HAS COST WAWA \$35 MILLION, AND MUCH  
6 OF WHICH IS ATTRIBUTABLE TO THE BREACH AND OUR  
7 SETTLEMENT NEGOTIATIONS, WAWA WILL RETAIN AN INDEPENDENT  
8 THIRD-PARTY DATA SECURITY EXPERT TO ANNUALLY TEST WAWA'S  
9 COMPLIANCE WITH PAYMENT CARD INDUSTRY RULES AND ISSUE A  
10 REPORT ON COMPLIANCE.

11 WAWA WILL CONDUCT WHAT THEY CALL  
12 PENETRATION TESTING. THAT MEANS WHETHER AN OUTSIDE  
13 HACKER, HOW EASILY THEY COULD PENETRATE THE SYSTEM,  
14 ANNUALLY, AND IS OBLIGATED TO REMEDIATE CRITICAL  
15 VULNERABILITIES THAT ARE IDENTIFIED.

16 THIRD, WAWA WILL ENCRYPT PAYMENT CARD  
17 INFORMATION AT THE POINT -- AT ALL POINT OF SALE  
18 TERMINALS IN ALL WAWA STORES. WAWA WILL IMPLEMENT EMV  
19 CHIP-BASED TECHNOLOGY AT ALL POINT OF SALE TERMINALS IN  
20 WAWA'S STORES AND FUEL PUMPS AND --

21 THE COURT: EMV MEANING WHAT?

22 MS. SAVETT: I DON'T KNOW THE EXACT WORDS  
23 THAT THAT IS, BUT THIS IS THE MORE SOPHISTICATED --

24 THE COURT: DOES SOMEBODY KNOW THE  
25 ACRONYM?



1 MR. PARKS: YES. IT'S ACTUALLY.  
2 EUROPAY/MASTERCARD/VISA IS THE ACRONYM, BUT THE BASIC  
3 EXPERIENCE THAT EVERYBODY IS PROBABLY FAMILIAR WITH IS  
4 USING A CHIP VERSUS SWIPING YOUR CARD. AS YOU MAY HAVE  
5 NOTICED, IT HAS BEEN A WHILE NOW THAT YOU HAVE BEEN  
6 USING THE CHIP IN THE STORE TO MAKE YOUR PURCHASES. IF  
7 YOU GO IN THE GROCERY STORE OR ANY OTHER STORE, YOU ARE  
8 PROBABLY INSERTING YOUR CHIP, WHEREAS AT THE PUMP  
9 IMPLEMENTING THAT TECHNOLOGY IS A LOT HARDER. SO MOST  
10 GAS STATIONS ACTUALLY HAVE NOT IMPLEMENTED THAT  
11 TECHNOLOGY OUT OF THE PUMP YET, AND THE STANDARDS FOR  
12 MASTERCARD AND VISA THAT REQUIRE THAT TO HAPPEN ACTUALLY  
13 DON'T REQUIRE THAT TO HAPPEN UNTIL NOW OCTOBER OF 2022.  
14 WAWA HAS IMPLEMENTED THAT AHEAD OF TIME. SO NOW IF YOU  
15 GO TO A WAWA STORE AND YOU USE THE FUEL PUMP, YOU PAY AT  
16 THE PUMP OPTION, YOU ARE NOW GOING TO BE USING THE  
17 CHIP-BASED TECHNOLOGY RATHER THAN THE SWIPE-BASED  
18 TECHNOLOGY. AND ANYBODY WHO DRIVES PROBABLY REALIZES  
19 THAT MORE OFTEN THESE DAYS YOU ARE USING A SWIPE-BASED  
20 TECHNOLOGY AT THE FUEL PUMP -- AT A GAS STATION, BECAUSE  
21 THAT STANDARD HAS BEEN VERY DIFFICULT FOR GAS STATIONS  
22 TO IMPLEMENT.

23 MS. SAVETT: AND OUR EXPERTS -- AND WE  
24 HAVE BEEN CONSULTING, YOUR HONOR, WITH EXPERTS THAT WE  
25 HIRED, INDEPENDENT EXPERTS, HAVE TOLD US THAT ALL OF

1       THESE MEASURES MAKE WAWA'S SYSTEM MUCH, MUCH MORE SECURE  
2       IN THE FUTURE, AND PARTICULARLY THAT CHIP-BASED  
3       TECHNOLOGY IS MUCH BETTER THAN THE SWIPE. IT'S MUCH  
4       MORE SAFE.

5                   INCIDENTALLY, ALL OF THESE MEASURES WERE  
6       REVIEWED WITH OUR EXPERTS, AND THEY ACTUALLY SUGGESTED A  
7       LOT OF THESE MEASURES, AND THAT IS HOW WE FORMULATED A  
8       LOT OF THIS INJUNCTIVE RELIEF.

9                   THE COURT: ONE OF THE FEATURES -- ONE OF  
10      THE REACTIONS THAT I HAD TO THE INJUNCTIVE RELIEF WAS  
11      NOT -- WELL, OBVIOUSLY, MUCH OF IT MADE SENSE ONCE IT  
12      WAS FULLY EXPLAINED. BUT IT SEEMS TO ME THAT THE MAJOR  
13      BENEFICIARY OF THE STEPS BEING TAKEN WOULD BE WAWA.  
14      IT'S REALLY IN THE INSTITUTION'S INTEREST TO HAVE THESE  
15      PROTECTIONS.

16                  MS. SAVETT: IT IS, CERTAINLY.

17                  THE COURT: IT IS DERIVATIVE PROTECTION  
18      FOR THE CUSTOMERS, BUT IT SEEMS TO ME THE MAJOR  
19      MOTIVATION SHOULD BE FOR WAWA ITSELF.

20                  MS. SAVETT: THERE IS NO QUESTION THAT IT  
21      IS BETTER FOR THE COMPANY TO HAVE MORE SECURE  
22      PROCEDURES, BUT IT'S ALSO BETTER FOR THEIR CUSTOMERS,  
23      AND I THINK IT GOES BOTH WAYS. THE CUSTOMERS WILL FEEL  
24      SAFER USING THEIR CARDS AND SHOPPING AT WAWA. I THINK  
25      THAT IS A HUGE BENEFIT FOR THE CUSTOMERS AND FOR WAWA.

1 I DON'T THINK THERE IS ANYTHING WRONG WITH THEM DOING  
2 SOMETHING TO IMPROVE THEIR BUSINESS, TO MAKE IT A BETTER  
3 AND SAFER BUSINESS, THAT ALSO BENEFITS THEIR CUSTOMERS.  
4 AND WE THINK THAT THAT IS -- THE INJUNCTIVE RELIEF IS A  
5 TREMENDOUS BENEFIT TO THEIR CUSTOMERS, AS CONSUMERS.

6 THE COURT: OKAY.

7 MS. SAVETT: WAWA WILL PROVIDE CLASS  
8 COUNSEL WITH SEMIANNUAL UPDATES OF WAWA'S COMPLIANCE  
9 WITH THESE INJUNCTIVE REMEDIES. I THINK THAT IS A  
10 PRETTY BIG OBLIGATION THAT THEY HAVE. THEY HAVE TO  
11 REPORT TO US NOW, AS WELL AS TO THEIR OWN BOARDS AND TO  
12 THEIR OWN COMPANIES.

13 THE COURT: I'M SURE THAT WILL BE  
14 RIGOROUS.

15 MS. SAVETT: SO THE ESTIMATION ON THE  
16 COSTS OF ALL THESE IMPROVEMENTS WAS \$35 MILLION, AND A  
17 LOT OF IT HAS ALREADY BEEN PAID.

18 SO THIS SETTLEMENT THAT I HAVE JUST  
19 DESCRIBED, WE CONTEND, MEETS ALL THE STANDARDS FOR  
20 PRELIMINARY APPROVAL THAT HAVE TO BE MET UNDER RULE  
21 23(E)(1). THE COURT'S DECISION ON PRELIMINARY APPROVAL  
22 IS LIMITED TO DECIDING WHETHER THE CLASS SHOULD BE  
23 NOTIFIED OF THE SETTLEMENT AND GIVEN AN OPPORTUNITY TO  
24 OBJECT OR OPT OUT. UNDER RULE 23(E)(1)(B), THE COURT  
25 SHOULD APPROVE SENDING NOTICE TO THE CLASS IF THE

1 PARTIES SHOW THAT THE COURT WILL, QUOTE, LIKELY BE ABLE  
2 TO, END QUOTE, ULTIMATELY FIND THAT THE SETTLEMENT IS  
3 FAIR, REASONABLE AND ADEQUATE AT THE FINAL APPROVAL  
4 STAGE AND CERTIFY THE CLASS FOR SETTLEMENT PURPOSES AT  
5 THE FINAL APPROVAL STAGE.

6 THIS SETTLEMENT IS FAIR, REASONABLE AND  
7 ADEQUATE, AND OUR OPENING BRIEF WENT INTO GREAT DETAIL  
8 WHY, UNDER RULE 23(E). I'M NOT GOING TO REPEAT THE  
9 WHOLE BRIEF HERE. I JUST WANT TO DISCUSS A COUPLE OF  
10 KEY POINTS.

11 THE COURT: IF I RECALL CORRECTLY,  
12 MS. SAVETT, YOU ARE GOING TO ADDRESS AND ANTICIPATE THE  
13 ARGUMENTS OR THE OBJECTIONS OR THE CRITICISMS THAT HAVE  
14 COME FROM THE EMPLOYEE TRACK?

15 MS. SAVETT: I WILL. BUT I FELT THAT I  
16 SHOULD LAY OUT THE SETTLEMENT FIRST AND THE STANDARDS.

17 SO NUMBER ONE, THE SETTLEMENT WAS  
18 NEGOTIATED AT ARM'S LENGTH WITH THE ASSISTANCE OF A  
19 HIGHLY EXPERIENCED MEDIATOR, JUDGE WELSH. THE MEDIATION  
20 LASTED 12 HOURS. THE PARTIES SUBMITTED DETAILED  
21 MEDIATION STATEMENTS ADDRESSING LEGAL ISSUES, SUCH AS  
22 STANDING, DAMAGE, AND CLASS CERTIFICATION; FACTUAL  
23 ISSUES, SUCH AS THE NATURE AND SIZE OF THE BREACH AND  
24 EXTENT OF FRAUDULENT MISUSE; AND SETTLEMENT PROPOSALS.

25 THE SETTLEMENT DISCUSSIONS WERE FOCUSED

1       LARGELY ON CAUSATION AND DAMAGES BECAUSE LIABILITY AND  
2       NEGLIGENCE, IN EFFECT, WAS ASSUMED. WE EXAMINED MANY,  
3       MANY DOCUMENTS, INCLUDING A PRELIMINARY PCI REPORT THAT  
4       WAS AVAILABLE AT THAT TIME, AND WE CONSULTED WITH OUR  
5       EXPERTS. AND DEFENSE COUNSEL KNEW WHAT WAS GOING TO BE  
6       IN THE FINAL REPORT, EVEN THOUGH WE DID NOT GET IT UNTIL  
7       AFTER THE MEDIATION CLOSED. BUT HE TOLD US WHAT THE  
8       CONTENT WAS. AND THE CONTENT BASICALLY WAS THAT THEY  
9       FOUND WEAKNESSES IN THE SYSTEM, AND THEREFORE NEGLIGENCE  
10      WAS ASSUMED. SO THE MEDIATION FOCUSED TO A VERY LARGE  
11      EXTENT ON CAUSATION AND DAMAGES.

12                   JUDGE WELSH WAS VERY INVOLVED AND HELPED  
13      THE PARTIES WORK THROUGH TO RESOLVE THEIR DIFFERENCES,  
14      AND SHE INDICATED HER VIEW THAT THE SETTLEMENT BRINGS  
15      MEANINGFUL RELIEF TO THE CLASS, AND THIS IS A QUOTE FROM  
16      HER DECLARATION, WHICH IS ON THE RECORD: I CAN SAY THAT  
17      FROM AN EXPERIENCED MEDIATOR'S PERSPECTIVE, THE  
18      NEGOTIATED SETTLEMENT PRODUCED BY THE MEDIATION PROCESS  
19      REPRESENTS A THOROUGH, DELIBERATIVE AND COMPREHENSIVE  
20      RESOLUTION THAT WILL BENEFIT CLASS MEMBERS THROUGH  
21      MEANINGFUL RELIEF.

22                   CLASS COUNSEL PERFORMED SUBSTANTIAL WORK  
23      TO UNDERSTAND THE FACTS AND THE MERITS OF THE CASE. WE  
24      EXAMINED 3,596 PAGES OF DOCUMENTS PRODUCED BY WAWA;  
25      VARIOUS VERSIONS OF A THIRD-PARTY FORENSIC INVESTIGATION

1 REPORT; DETAILS OF THEIR DISCOVERY OF THE BREACH, THE  
2 RESPONSE TO THE BREACH; BOARD MATERIALS. AND WE  
3 CONDUCTED LENGTHY INTERVIEWS OF ALL OF THE NAMED  
4 PLAINTIFFS TO UNDERSTAND THEIR FACTS, DAMAGES AND  
5 IDENTITY THEFT HISTORY. WE CORRESPONDED WITH HUNDREDS  
6 OF ABSENT CLASS MEMBERS TO UNDERSTAND THEIR FACTS AND  
7 DAMAGES. CLASS REPRESENTATIVES THEMSELVES, THERE WERE  
8 13 OF THEM, AND THERE WAS ONE FROM NEW JERSEY IN THAT  
9 SEPARATE CASE, PRODUCED 212 PAGES OF DOCUMENTS TO WAWA  
10 REGARDING THE USE OF THEIR PAYMENT CARDS, THEIR DAMAGES  
11 INCLUDING FRAUD CHARGES AND OUT-OF-POCKET DAMAGES, AND  
12 THEIR INVOLVEMENT IN PRIOR BREACHES. THROUGHOUT THE  
13 PROCESS, CLASS COUNSEL CONSULTED WITH AN EXPERT WITNESS  
14 THAT WE HIRED REGARDING THE DATA BREACH, DARK WEB  
15 ISSUES, AND IDEAS FOR INJUNCTIVE RELIEF. CLASS COUNSEL  
16 ALSO CONSULTED WITH A HIRED PRIVATE INVESTIGATOR TO  
17 GATHER MORE DETAILS ABOUT THE BREACH AND WAWA'S DATA  
18 SECURITY ENVIRONMENT.

19 THE SETTLEMENT PROPERLY ACCOUNTS FOR THE  
20 COSTS, RISKS AND DELAYS OF CONTINUED LITIGATION. YOUR  
21 HONOR, PLAINTIFFS FACED SIGNIFICANT LITIGATION RISKS,  
22 RE: STANDING, DAMAGES, CAUSATION AND CLASS  
23 CERTIFICATION, AMONG OTHER THINGS. AND WE WEIGHED AND  
24 BALANCED THOSE RISKS AGAINST THE BENEFITS THAT WE WERE  
25 ABLE TO ACHIEVE.

1 ONE VERY SIGNIFICANT FACT THAT WAS  
2 PRESENT IN OUR MINDS IS THAT THERE WAS A LACK OF  
3 WIDESPREAD CREDIT AND DEBIT CARD FRAUD AFTER THE BREACH.  
4 WE INTERVIEWED HUNDREDS AND HUNDREDS OF WAWA CUSTOMERS  
5 WHO CONTACTED ALL OF THE COUNSEL, AND THERE WAS A VERY  
6 LOW PERCENTAGE OF FRAUD ACTUALLY EXPERIENCED. AND OF  
7 COURSE, MOST OF THOSE FRAUDULENT CHARGES WERE REVERSED  
8 BY BANKS. SO THERE WAS A QUESTION OF HOW MUCH DAMAGE  
9 THERE REALLY WAS.

10 MANY COURTS HAVE HELD THAT THE MERE RISK  
11 OF FUTURE IDENTITY THEFT IS TOO SPECULATIVE TO SUPPORT  
12 STANDING AND DAMAGES. THAT WAS A RISK THAT WAS OUT  
13 THERE, AND THERE IS VERY LITTLE CLASS CERTIFICATION  
14 PRECEDENT IN DATA BREACH CASES. MOST OF THE CASES GET  
15 SETTLED BEFORE THAT DECISION HAS ACTUALLY BEEN MADE.

16 THIS COURT PREVIOUSLY RECOGNIZED IN  
17 FULTON-GREEN VERSUS ACCOLADE THAT DATA BREACH CASES ARE  
18 INHERENTLY RISKY. YOU STATED: THIS IS A COMPLEX CASE  
19 IN A RISKY FIELD OF LITIGATION BECAUSE DATA BREACH CLASS  
20 ACTIONS ARE UNCERTAIN AND CLASS CERTIFICATION IS RARE.  
21 AND IN THAT CASE, ACCOLADE, IT INVOLVED THE THEFT OF  
22 MUCH MORE SENSITIVE INFORMATION THAN PAYMENT CARD  
23 INFORMATION. IT INVOLVED THEFT OF W-2 INFORMATION AND  
24 SOCIAL SECURITY NUMBERS, WHICH IS ON A MUCH HIGHER LEVEL  
25 OF PRIVACY THAN PAYMENT CARD THEFT.

1                   THIS SETTLEMENT COMPARES FAVORABLY TO  
2           OTHER DATA BREACH SETTLEMENTS.   FOR EXAMPLE, IN ZAPPOS  
3           SECURITY BREACH LITIGATION, A DATA BREACH SETTLEMENT  
4           PROVIDED JUST A 10 PERCENT COUPON FOR ZAPPOS GOODS.   IN  
5           SONY GAMING NETWORKS AND CUSTOMER DATA SECURITIES BREACH  
6           LITIGATION, A DATA BREACH SETTLEMENT PROVIDED A CHOICE  
7           OF PLAYSTATION GAMES OR A THREE-MONTH -- EXCUSE ME A  
8           SECOND -- SUBSCRIPTION TO THE PLAYSTATION SERVICE AND A  
9           \$1 MILLION FUND FOR REIMBURSEMENT OF IDENTITY THEFT  
10          LOSSES.   IN ATKINS VERSUS FACEBOOK, A DATA BREACH  
11          SETTLEMENT PROVIDED ONLY INJUNCTIVE RELIEF.

12                   THE PROPOSED AWARD OF ATTORNEYS' FEES IS  
13          REASONABLE.   IT WILL BE PAID --

14                   THE COURT:   HOW IS IT ALLOCATED, BY THE  
15          WAY?

16                   MS. SAVETT:   OF THE 3.2 MILLION PAYMENT  
17          BY WAWA, WE ALLOCATED ROUGHLY AS FOLLOWS.

18                   THE COURT:   I RECOGNIZE IT'S A LITTLE  
19          EARLY TO ADDRESS THAT.   SORT OF A GENERAL --

20                   MS. SAVETT:   WE ARE PREPARED TO ANSWER  
21          THIS QUESTION.   3 MILLION FOR ATTORNEYS' FEES, WHICH  
22          WILL REPRESENT A SUBSTANTIALLY NEGATIVE MULTIPLIER TO  
23          OUR TIME.   THERE WILL BE NO MULTIPLIER HERE.   THERE'S A  
24          LOT OF WORK THAT WENT INTO THIS.   50,000 FOR  
25          OUT-OF-POCKET EXPENSES, THAT IS LARGELY EXPERTS.   AND



1 100,000 APPROXIMATELY FOR SETTLEMENT ADMINISTRATION.  
2 AND 14,000 FOR SERVICE AWARDS. THAT IS 1,000 FOR EACH  
3 NAMED PLAINTIFF. THERE WERE 13 IN THE FEDERAL CASE AND  
4 ONE IN NEW JERSEY.

5 SO SINCE IT'S A SIGNIFICANTLY NEGATIVE  
6 MULTIPLIER, WHICH YOU WILL SEE ULTIMATELY, AND IT IS  
7 BEING PAID BY WAWA ON TOP OF ALL THE OTHER BENEFITS, WE  
8 BELIEVE IT'S VERY REASONABLE. AND THIS IS SOMETHING  
9 THAT WILL BE FULLY BRIEFED AT THE FINAL APPROVAL STAGE,  
10 BUT IT GIVES YOU THE IDEA OF HOW IT WAS ALLOCATED.

11 ALSO THE SETTLEMENT TREATS CLASS MEMBERS  
12 EQUITABLY RELATIVE TO EACH OTHER. THAT IS ONE OF THE  
13 STANDARDS OF RULE 23(E)(2)(D). IT ALLOCATES THE LARGEST  
14 PAYMENTS TO THOSE CLASS MEMBERS WHO SUFFERED THE  
15 GREATEST HARM, AND THIS METHOD OF EQUITABLE ALLOCATION  
16 IS COMMON IN DATA BREACH ACTIONS.

17 THE COURT WILL LIKELY BE ABLE TO CERTIFY  
18 THE CLASS FOR SETTLEMENT PURPOSES AT THE FINAL APPROVAL  
19 STAGE. THE OPENING BRIEF EXPLAINS IN GREAT DETAIL HOW  
20 EACH CLASS CERTIFICATION FACTOR IS MET, NUMEROSITY,  
21 COMMONALITY, TYPICALITY, ADEQUACY OF REPRESENTATION,  
22 PREDOMINANCE AND SUPERIORITY. I WAS NOT PLANNING TO GO  
23 THROUGH THAT SINCE IT'S REALLY FULLY LAID OUT IN OUR  
24 BRIEF, BUT IF THE COURT WANTS ME TO ADDRESS ANY ISSUE,  
25 OF COURSE, WE WILL BE PLEASED TO DO SO.

1 NOTABLY, COURTS IN DATA BREACH CASES  
2 ROUTINELY FIND THAT CLASS CERTIFICATION IS APPROPRIATE  
3 FOR SETTLEMENT PURPOSES, AND THIS COURT -- YOU SAID IN  
4 THE FULTON-GREEN VERSUS ACCOLADE CASE THAT CERTIFICATION  
5 OF A SETTLEMENT CLASS WAS APPROPRIATE IN THAT CASE.

6 NOW I WOULD LIKE TO MOVE ON TO THE  
7 EMPLOYEE PLAINTIFFS' OBJECTIONS.

8 THE COURT: GO AHEAD.

9 MS. SAVETT: OKAY. SO ONE OF THE HAPPY  
10 THINGS ABOUT TODAY IS THAT WITH OUR AMENDMENT TO THE  
11 RELEASE, I THINK THAT A GOOD PART OF THAT ISSUE IS OFF  
12 THE TABLE. THE AMENDMENT CLARIFIES WHAT WE ALWAYS  
13 INTENDED --

14 THE COURT: WOULD YOU PREFER IF I INVITED  
15 A REPRESENTATIVE OF THE EMPLOYEE TRACK FOLKS TO  
16 ARTICULATE WHAT THEIR REMAINING OBJECTIONS ARE AND THEN  
17 YOU CAN RESPOND TO THAT RATHER THAN ANTICIPATING WHAT  
18 THEY -- MAYBE IF THEY ARE GOING TO SAY NO, THEY ARE  
19 HAPPY CAMPERS AND THEY NO LONGER HAVE ANYTHING TO SAY.  
20 BUT I WOULD JUST AS SOON -- MAYBE PUT A FINER POINT ON  
21 IT. I WOULD PREFER TO HEAR WHAT THEY CONTINUE TO HAVE  
22 CONCERNS ABOUT, AND THEN YOU GET TO RESPOND TO THAT.

23 MS. SAVETT: THAT IS FINE, YOUR HONOR. I  
24 WILL BE GLAD TO DO THAT, BUT I DO WANT TO JUST MAKE THIS  
25 POINT ABOUT WHAT WE DID ON THE RELEASES. THE EMPLOYEE

1 PEOPLE SAID THAT WE TOOK AWAY PART OF THEIR CLAIMS  
2 BECAUSE WE HAD NOT MADE OUR RELEASE BROAD ENOUGH. SO  
3 NOW WITH THE AMENDMENT, THE CLAIMS RELEASED ARE ONLY  
4 CLAIMS RELATED TO THE THEFT OF PAYMENT CARD INFORMATION  
5 IN THE RELEVANT PERIOD, THE MARCH TO DECEMBER 2019  
6 PERIOD. IT DOES NOT RELEASE ANY OTHER CLAIMS OF THE  
7 THEFT OF EMPLOYEE INFORMATION. SO THAT WAS VERY  
8 IMPORTANT, BECAUSE THE WORDING BEFORE THEY SAID -- FOR  
9 EXAMPLE, THEY WERE CONTENDING BEFORE THAT THERE IS  
10 ANOTHER BREACH IN 2018. AND WE THOUGHT THE WAY IT HAD  
11 BEEN DRAFTED ORIGINALLY SAID THAT IS NOT IN THE CASE.  
12 BUT NOW WE MADE IT EXPLICIT THAT IT'S ONLY THAT NARROW  
13 PERIOD OF MARCH TO DECEMBER 2019 WHERE THERE WAS THE  
14 -- THE BREACH WAS GOING ON, IS THE ONLY PERIOD THAT IS  
15 BEING RELEASED. SO THEY HAVE CLAIMS CONCERNING  
16 SOMETHING THAT HAPPENED IN 2018, THEY ARE THEIRS,  
17 WITHOUT A PROBLEM.

18 SO I'M HAPPY TO DO WHAT YOU SAID, AND I  
19 WILL COME BACK.

20 THE COURT: OKAY.

21 MS. SAVETT: THANK YOU, YOUR HONOR.

22 THE COURT: DOES ANYBODY WANT TO TAKE A  
23 FEW MOMENTS AND ARTICULATE WHAT THE REMAINING CONCERNS  
24 ARE FROM THE EMPLOYEE TRACK PLAINTIFFS?

25 MR. HAVILAND: GOOD MORNING, YOUR HONOR.

1 DON HAVILAND FROM HAVILAND HUGHES AGAIN.

2 THE COURT: HELLO, MR. HAVILAND, AGAIN.

3 MR. HAVILAND: GOOD MORNING, AGAIN.

4 I APPRECIATE THE OPPORTUNITY BECAUSE I  
5 WANTED TO AT THE EARLIEST CONVENIENCE TELL THE COURT HOW  
6 PLEASED WE WERE TO BE ABLE TO WORK WITH WAWA AND THE  
7 CONSUMER PLAINTIFFS TO CLARIFY SOME OF THE OBJECTIONS,  
8 AND I APPRECIATED MR. PARKS IN PARTICULAR REACHING OUT,  
9 SPENDING A LOT OF TIME WITH US TO WORK THROUGH OUR  
10 ISSUES. AND THE AMENDMENT DOES GO FAR TO SOLVING SOME  
11 OF THE PROBLEMS.

12 WITHOUT GETTING INTO TOO MUCH DETAIL, ONE  
13 OF THE ISSUES -- WE HAVE OUR OWN EXPERT WHO'S LOOKING AT  
14 THE 2018 EVENTS AND WHAT HAPPENED THERE, AND I DON'T  
15 WANT TO GO TOO FAR AFIELD BECAUSE MR. PARKS AND I AGREE  
16 THAT IS NOT HERE TODAY. AND THE BEST WAY I CAN DESCRIBE  
17 IT WITHOUT GETTING INTO DETAIL, IS WE BELIEVE AND WE  
18 BELIEVE THAT THE REPORT THAT HAS BEEN PROFFERED CONFIRMS  
19 HACKERS CAME IN AND THE INVESTIGATION LOOKED RIGHT INTO  
20 THE PCI PAYMENT CARD INFORMATION AREA, BUT DID NOT LOOK  
21 LEFT INTO THE INTERNAL COMPUTER SYSTEMS AND THE LIKE.  
22 THAT IS THE EXTENT OF THE REPORT THAT WE HAVE SEEN. AND  
23 OUR EXPERT HAS CERTAIN VIEWS ABOUT THAT. WE HAD HIM  
24 PREPARED TO TESTIFY TODAY.

25 BUT I THINK THAT IS ALL OFF THE TABLE

1 BECAUSE WE HAVE AN AGREEMENT WITH WAWA THAT THAT IS --  
2 THAT IS FOR ANOTHER DAY. AND THEY DON'T AGREE WITH  
3 EVERYTHING I JUST SAID, OTHER THAN WE AGREE THEY LOOKED  
4 RIGHT, NOT LEFT, AND THAT IS -- SO THAT IS IMPORTANT,  
5 YOUR HONOR, BECAUSE THAT IS A REAL CORE PART OF THE  
6 EMPLOYEE CLASS CONCERN, THAT HACKERS DON'T -- WE  
7 CAN'T -- WE DON'T CONTROL THEM. THEY HAVE THEIR OWN  
8 REASONS FOR GETTING INTO SYSTEMS. THEY MONETIZE WHAT  
9 THEY CAN. THEY ACTUALLY JUST SELL ACCESS AT TIMES AND  
10 WE HAVE A PROMINENT EXPERT ACTUALLY KNOWN TO WAWA WHO  
11 WILL TESTIFY AT SOME POINT IN TIME ABOUT THAT. SO THAT  
12 IS THE GOOD NEWS, AND I DID NOT WANT TO UNDERScore AND  
13 LOSE THAT SIGHT.

14 SO GETTING TO YOUR HONOR'S QUESTION, I  
15 THINK I CAN SIMPLIFY WHAT IS PROBABLY A LONGER  
16 PRESENTATION IN TWO WAYS. SO WE STILL ARE CONCERNED AND  
17 OBJECT TO -- ALTHOUGH I HATE TO SAY THAT, JUDGE.

18 THE COURT: WELL, LET ME ASK. IN THIS  
19 WORLD, AS YOU ALL KNOW, OBJECTIONS TAKE ON A TECHNICAL  
20 MEANING. MY VIEW OF MANY LEGAL PROCESSES IS THAT THERE  
21 ARE USUALLY MORE PRACTICAL, EFFICIENT AND ECONOMICAL  
22 WAYS TO HANDLE THINGS. SO THAT ALTHOUGH TECHNICALLY, OF  
23 COURSE, TIMES FOR, QUOTE, OBJECTIONS, ARE LATER, MY HOPE  
24 WAS TO FERRET OUT AT THIS POINT MATTERS THAT MIGHT NOT  
25 HAVE TO RISE OR DESCEND THE LEVEL OF OBJECTIONS LATER BY

1 DEALING WITH IT NOW, PERHAPS.

2 SO FROM THAT STANDPOINT, I DON'T WANT  
3 ANYBODY TO MISUNDERSTAND THAT THEY HAVE EITHER LOST AN  
4 OPPORTUNITY TO MAKE A TECHNICAL OBJECTION AT ANOTHER  
5 POINT IN TIME IN THE LIFE OF THIS LITIGATION. BUT MY  
6 EFFORT AND MY INTEREST IS IN, I SUPPOSE SOMEBODY ELSE  
7 MIGHT SAY CAN'T YOU ALL BE FRIENDS. BUT I DON'T MEAN TO  
8 BE QUITE THAT MEALYMOUTHED ABOUT IT. I'M REALLY JUST  
9 TRYING TO ELICIT SOME CONCERNS AND SEE IF WE CAN  
10 ELIMINATE THEM ON THE FRONT END, AS OPPOSED TO --

11 MR. HAVILAND: I HAVE TO TELL YOU I  
12 CONSIDER THE PLAINTIFFS' ATTORNEYS FRIENDS. I HAVE  
13 KNOWN BOBBIE LIEBENBERG FOR MY ENTIRE CAREER. WE TALKED  
14 ABOUT -- I SAW JUDGE ROBRENO WALKING IN. WE HAD A CASE  
15 AGAINST THE NFL IN THIS COURTROOM WITH JUDGE ROBRENO A  
16 LONG TIME AGO. WE ARE COLLEAGUES AND FRIENDS. WE SEE  
17 EACH OTHER IN MANY, MANY CASES. SO THERE IS NOT THE  
18 SORT OF POUNDING THE TABLE POSITIONS THAT YOU SOMETIMES  
19 MAY HEAR.

20 WE DO HAVE A RESPECTFUL DISAGREEMENT  
21 ABOUT THE SCOPE, AND THAT IS WHAT WE ARE LEFT WITH.  
22 THERE IS REALLY -- TO SIMPLIFY WHERE WE ARE, BECAUSE I  
23 SAW THE AMENDMENT TO THE RELEASE AND THAT IS HELPFUL.  
24 THE FUNDAMENTAL PROBLEM IS THE SCOPE OF THE SETTLEMENT  
25 CLASS DEFINITION STILL SAYS CONSUMERS IN THE BROADEST

1 SENSE THAT LOOPS IN ALL EMPLOYEES. AND I THOUGHT IN MY  
2 LONGER PRESENTATION I WOULD TALK ABOUT THREE CASES, OUR  
3 OLD FRIEND DITTMAN, WHO TREATS EMPLOYEES DIFFERENTLY IN  
4 PENNSYLVANIA, BUT THEN ALSO AMCHEM, WHICH AS YOUR HONOR  
5 PROBABLY KNOWS CAME OUT OF THIS COURT, JUDGE BECKER.  
6 AND THEN THE INFAMOUS RBG, REST HER SOUL, WROTE A  
7 PHENOMENAL OPINION ON DUTIES OF CLASS COUNSEL AND THE  
8 IMPORTANCE TO MAKE SURE THAT YOU'VE ADEQUATELY PROTECTED  
9 DIFFERENT INTERESTS, AND THEN IN THAT CASE THERE WAS  
10 FUTURE CLAIMS.

11 HERE WE HAVE A DIFFERENT CLASS OF PEOPLE  
12 WHO ARE DIFFERENTLY POSITIONED BECAUSE THEY WERE  
13 EMPLOYEES. YOUR HONOR COMMENTED AT THE HEARING LAST  
14 TIME THEY DID NOT HAVE THE ABILITY TO VOTE WITH THEIR  
15 FEET TO GO DOWN TO GET AN ORANGE CRUSH, I THINK YOUR  
16 HONOR SAID. BUT THEY WERE THERE IN AN ENVIRONMENT AND  
17 BECAUSE DITTMAN SAYS -- JUSTICE WECHT SAID THAT THERE'S  
18 A STRONGER DUTY, A HEIGHTENED DUTY TO THOSE FOLKS. THEY  
19 ARE DIFFERENTLY POSITIONED LEGALLY. YOUR HONOR HAS NOT  
20 RULED ON THAT QUESTION. WE MADE THAT ARGUMENT, AND I  
21 WON'T RETRENCH THAT.

22 BUT AT THIS POINT THEY'RE SEEKING TO  
23 COMPROMISE THOSE RIGHTS. AND WHY I BRING UP AMCHEM IS,  
24 YOU NEED THAT TRACTION IN THE ROOM. THE EMPLOYEES WERE  
25 NOT THERE. I DON'T KNOW WHY WE WERE NOT THERE. WE JUST

1 WERE NOT THERE.

2 THE COURT: THERE SEEMS TO BE SOME  
3 DISAGREEMENT AS TO WHETHER YOU WERE THERE. I MEAN IT'S  
4 SOMEWHAT NOT LIKE YOU ARE A HOLOGRAM, THERE OR NOT THERE  
5 OR COULD HAVE BEEN THERE OR WOULD HAVE BEEN THERE OR  
6 MIGHT HAVE BEEN THERE. IT'S UNCLEAR TO ME FROM THE  
7 PAPERWORK.

8 MR. HAVILAND: WE WEREN'T AWARE OTHER  
9 THAN I THINK THE LAST TIME IT CAME UP BEFORE -- THERE  
10 WERE TWO SESSIONS, I RECALL. THERE WAS A SPRING SESSION  
11 WITH THE COURT WHERE WE TALKED ABOUT THE DISMISSAL  
12 PAPERS. AND I THINK THE CONSUMER COUNSEL TALKED ABOUT  
13 GOING TO MEDIATION. THE NEXT TIME I HEARD ABOUT IT WAS  
14 IN THE NOVEMBER DISMISSAL HEARING WHEN MS. SAVETT  
15 ADDRESSED THE COURT. AND I JUST REREAD, AS I WAS  
16 WAITING. YOUR HONOR SAID: WHY DO YOU CARE? WHY ARE  
17 YOU STANDING UP AND COMMENTING ON THE EMPLOYEES  
18 PLAINTIFFS' ARGUMENT ON DITTMAN? WHY DO YOU CARE?  
19 WHOSE OX IS BEING GORED, WAS THE QUESTION. AND THEN  
20 THAT IS THE FIRST TIME I HEARD WELL, THEY MIGHT BE  
21 OBJECTORS. AT THAT POINT IN TIME, WE DID NOT KNOW THERE  
22 HAD BEEN A SETTLEMENT, WHAT THE TERMS WERE, OR  
23 IMPORTANTLY -- THAT THE CONSUMER -- THAT THE EMPLOYEES  
24 WERE BEING BROUGHT INTO THAT.

25 THE COURT: WHAT THE CONSUMER TRACK



1 PLAINTIFFS' COUNSEL SAYS NOW IS, WELL, COME ON, THEY DID  
2 NOT EVEN ASK TO COME TO THE TABLE.

3 MR. HAVILAND: I SUPPOSE THAT IS RIGHT.  
4 BUT WE DID TALK TO WAWA. WE DID NOT ASK THEM TO COME TO  
5 THE TABLE, AND MAYBE THIS IS JUST A MISCOMMUNICATION  
6 BETWEEN THE TRACKS. I KNOW THE BANKS WERE NOT THERE.  
7 WE DEAL DIRECTLY WITH WAWA, AND WE HAVE SINCE THE  
8 BEGINNING. WE HAVE TALKED ABOUT THE WAGE AND HOUR  
9 CLAIMS IN OUR INDEPENDENT CLAIMS, AND AGAIN, HAVE  
10 PRODUCTIVELY DEALT WITH THAT IN THE CONTEXT OF THIS  
11 SETTLEMENT.

12 SO MY HEADLINE, JUDGE, AND I HATE TO BURY  
13 THE LEDE, WE WOULD ASK THAT THE COURT MODIFY THE ORDER  
14 ON THE SETTLEMENT CLASS WHERE IT MENTIONS WAWA'S  
15 EXECUTIVES AS AN EXCLUSION, TO ADD FOUR LITTLE WORDS:  
16 AND CURRENT AND FORMER EMPLOYEES.

17 THE COURT: THOSE WOULD BE VERY LOUD  
18 WORDS.

19 MR. HAVILAND: WELL, BUT THEY'RE OUR  
20 CLASS WORDS, JUDGE, AND THAT'S OUR GROUP THAT WAS NOT  
21 REPRESENTED AT THE TABLE. AND I LISTENED VERY CAREFULLY  
22 TO SOME OF THE CONCERNS. WE WOULD HAVE HAD A VERY  
23 STRONGER POSITION ON NEGLIGENCE AND DUTY AND WHAT WAWA  
24 SHOULD HAVE DONE UNDER PENNSYLVANIA LAW. WE WOULD NOT  
25 HAVE BEEN SO CONCERNED ABOUT ASSUMING LIABILITY BECAUSE

1 WE FEEL STRONGLY ABOUT THAT, ALWAYS SUBJECT TO THE  
2 COURT'S RULINGS. BUT THAT IS WHY AMCHEM INSISTED ON  
3 HAVING DIFFERENT LAWYERS ADVOCATE THOSE POSITIONS, SO  
4 THAT YOU CAN MAYBE COME TO ONE CONSTRUCT THAT SAYS --  
5 AND YOU SEE THIS IN THE SETTLEMENT -- THERE ARE TIERS  
6 KEYED TO DAMAGE, BUT THERE ARE NOT TIERS KEYED TO THE  
7 CLASS. ALL CONSUMERS ARE ONE. AND YOUR HONOR TALKED  
8 ABOUT THAT SCENARIO OF THE EMPLOYEES NOT HAVING  
9 THE ABILITY TO LEAVE THE STORE. THEY ARE THERE. THEY  
10 ARE CAPTIVE. THEY ARE GIVEN A DISCOUNT TO STAY. SO  
11 WAWA FULLY KNOWS THAT ITS EMPLOYEES USE THEIR CREDIT AND  
12 DEBIT CARDS ON THE JOB.

13 THE COURT: DO YOU KNOW WHAT THE NUMBERS  
14 ARE IN TERMS OF EMPLOYEE USE?

15 MR. HAVILAND: I DON'T, JUDGE. WE  
16 HAVEN'T GOTTEN ANY DISCOVERY. I KNOW THAT THERE IS  
17 SOMETHING ON THE ORDER OF 40,000 EMPLOYEES. I KNOW  
18 THERE IS A HIGH ATTRITION RATE. THEY ARE ADVERTISING A  
19 LOT TO GET NEW EMPLOYEES. MY CLIENTS ARE ACTUALLY  
20 FORMER EMPLOYEES. THERE IS A LARGE GROUP OF FOLKS LIKE  
21 THAT THAT GETS TO THE ISSUE OF NOTICE. AND I ONLY THROW  
22 THAT BIG ISSUE OUT THERE BECAUSE I SIT DOWN IF THE COURT  
23 AGREES TO LET THE EMPLOYEES GO FORWARD, MAINTAIN THE  
24 STATUS QUO, DON'T COMPROMISE THEIR CLAIMS WHERE WE HAVE  
25 ALL THESE CONCERNS ABOUT WHETHER IT IS FAIR, REASONABLE

1       AND ADEQUATE TO THEM.   AND I'M NOT SECOND-GUESSING THE  
2       JOB THAT WAS DONE BY THE LAWYERS.   THEY DID A FINE JOB  
3       FOR THEIR CLIENTS, AND JUDGE WELSH DID A FINE JOB  
4       MEDIATING THAT.   IT IS NOT EASY TO GET A DEFENDANT TO  
5       AGREE FAULT AND THEN MONEY.   I KNOW THAT.   COUNSEL KNOWS  
6       THAT.   BUT THEY DID THE JOB THEY WERE HIRED TO DO FOR  
7       THEIR CLIENTS.

8                       AND AMCHEM ASKED THIS COURT TO LOOK TO  
9       SEE WHERE IN THE RECORD THE LAWYERS WERE LOOKING AFTER  
10      THE INTERESTS OF THE EMPLOYEES.   AND I DON'T SEE THAT IN  
11      THE AFFIDAVITS.   I DON'T SEE THAT IN THE BRIEFS.   I'M  
12      NOT FAULTING THEM, AGAIN, JUDGE.   THEY DID THE JOB THEY  
13      WERE HIRED TO DO AND APPOINTED BY THIS COURT AS CONSUMER  
14      TRACK COUNSEL, THEY DID THAT JOB.   WE WERE NOT AT THAT  
15      TABLE.   AGAIN, I DIDN'T KNOW THERE WAS A SEPTEMBER  
16      MEDIATION.   I DON'T KNOW IF I HAD A PLAN THAT DAY,  
17      WHETHER IT WAS COVID OR WHAT BUT --

18                     THE COURT:   BUT YOU KNOW MS. LIEBENBERG.

19                     MR. HAVILAND:   I'VE KNOWN HER FOR A LOT  
20      OF YEARS.   ACTUALLY WE TALKED ABOUT WE HAVE A  
21      LITIGATION, JUDGE, THAT WE ARE BOTH IN BANKRUPTCY COURT  
22      IN DELAWARE.

23                     THE COURT:   I'M REALLY ONLY MILDLY  
24      TEASING.

25                     MR. HAVILAND:   I UNDERSTAND.

1 THE COURT: IT'S NOT AS THOUGH THERE WAS  
2 SOME BARRIER IN TERMS OF REACHING OUT.

3 MR. HAVILAND: SURE. AND JUDGE, IN  
4 FAIRNESS, I DON'T WANT TO BETRAY 408 BUT WE MADE A  
5 DEMAND ON WAWA AT THE VERY BEGINNING OF THE CASE AND WE  
6 ATTEMPTED TO NEGOTIATE THE EMPLOYEES' CLAIMS.

7 THE COURT: EXCEPT THAT FROM A DEFENSE  
8 STANDPOINT, IT WOULD NOT BE AN UNFAMILIAR CONCEPT TO  
9 DIVIDE AND CONQUER, KEEP YOU ALL SEPARATE. YOU ARE NOT  
10 REALLY TELLING ME THAT YOU RELIED ON WAWA TO PUT YOU IN  
11 TOUCH WITH YOUR FRIENDS ON THE PLAINTIFFS' SIDE IN THE  
12 CONSUMER TRACK.

13 MR. HAVILAND: THAT IS TRUE, JUDGE. I  
14 JUST DID NOT KNOW AT THAT TIME WHEN THE COMMENT WAS MADE  
15 IN THE SPRING THAT THEY WERE SEEKING TO SWEEP THE  
16 EMPLOYEES IN. THAT REALLY CAME OUT IN NOVEMBER, IN  
17 FAIRNESS. AT THAT POINT IT WAS VERY CLEAR TO THE COURT  
18 AND US WHEN MS. SAVETT STOOD UP DURING THE DISMISSAL AND  
19 SAID -- AND YOU SAID, WHY DO YOU CARE? I CARE BECAUSE  
20 WE ARE GOING TO SWEEP THEM IN AND THEY HAD ALREADY DONE  
21 IT. SO AT THAT TIME IT WAS TOO LATE. AND I REMEMBER  
22 HAVING A VISCERAL REACTION TO THE IDEA THAT WE WOULD BE  
23 AN OBJECTOR. WE ARE ADVOCATING FOR THE EMPLOYEES. AND  
24 IT JUST SO HAPPENS WE GOT BROUGHT INTO THIS LARGE CLASS  
25 DEFINITION THAT INCLUDES THE SUBSET OF EMPLOYEES.

1 THE COURT: I'M GOING TO GIVE YOU A  
2 CHANCE TO ANSWER THIS QUESTION AND THEN GIVE MS. SAVETT  
3 OR ONE OF HER COLLEAGUES THE OPPORTUNITY TO PLAN AN  
4 ANSWER.

5 HAS THERE BEEN A DISCUSSION ABOUT --  
6 GIVEN THE FACT IT'S AN IDENTIFIABLE NUMBER, IT'S NOT A  
7 MONUMENTAL NUMBER, HAS THERE BEEN ANY DISCUSSIONS,  
8 SERIOUS DISCUSSIONS ABOUT CARVING OUT THE EMPLOYEES WHO  
9 WERE ALSO CONSUMERS AND LETTING THE EMPLOYEES GO ON  
10 THEIR MERRY WAY IN THEIR OWN TRACK?

11 MR. HAVILAND: SO I HAD THAT SERIOUS  
12 DISCUSSION WITH MR. PARKS, YES, TO PLAINLY ANSWER THAT.

13 THE COURT: LET ME INTRODUCE YOU TO  
14 MS. SAVETT.

15 MR. HAVILAND: I UNDERSTAND THAT, JUDGE.  
16 WHEN WE TALKED FIRST JUST TO SEE WHETHER WAWA WAS  
17 AGREEABLE BECAUSE IT'S ULTIMATELY THEIR SETTLEMENT TOO,  
18 AND I WAS TOLD NO. AND AT THAT POINT IT WAS A  
19 DISCUSSION THROUGH COUNSEL WITH COUNSEL. AND I HEAR  
20 WHAT YOUR HONOR IS SAYING. AND I THINK THAT SHOULD  
21 HAPPEN AND PERHAPS CAN HAPPEN. WE ARE AT PRELIMINARY  
22 APPROVAL. THERE SHOULD BE A SEPARATE TREATMENT OF  
23 EMPLOYEES. THIS IS OUR POSITION. IT IS OUR CLIENT'S  
24 POSITION. WE HEAR IT FROM OTHER EMPLOYEES THAT -- AND  
25 THIS IS -- JUST TO PUT IT AS SIMPLE AS YOU CAN GET IT,

1 JUDGE, THESE ARE THE TRUSTED PEOPLE ON THE FRONT LINE.  
2 THEY WERE TREATED AS FRONTLINE WORKERS ALL THROUGH THE  
3 PANDEMIC. AND THERE'S SOME ANGRY FOLKS OUT THERE. \$5?  
4 I HAVE HAD CLIENTS IN MY EARS SAY A SIZZLI AND A CUP OF  
5 JOE? THAT IS WHAT WE ARE WORTH? THE SAME AS THE PEOPLE  
6 ON THE OTHER SIDE OF THE TABLE THAT CAN VOTE WITH THEIR  
7 FEET AND GO TO ROYAL FARMS AND 7-ELEVEN -- AND I'M  
8 GIVING YOU THE SHORT VERSION, JUDGE. WE GET AN EARFUL  
9 FROM THE PEOPLE -- YOU PROBABLY KNOW NURSES AND MEDICAL  
10 PEOPLE, PEOPLE ARE STRUGGLING. IT HAS BEEN A TOUGH  
11 TIME. THE WAWA WORKERS, THEY ARE THERE TOO IN THE  
12 STORES. AND SO THEY DON'T --

13 THE COURT: I WILL MAKE THIS OBSERVATION,  
14 THAT PEOPLE CAN GO AND GET SOMETHING AT THE COUNTER AT A  
15 WAWA BEFORE YOU CAN GO TO THE COUNTER IN THE COURTHOUSE  
16 AND GET ANYTHING AT THE COUNTER.

17 MR. HAVILAND: YES. AND THE STORES NEVER  
18 CLOSED. THE STATE GAVE THEM A DISPENSATION ON THAT, AND  
19 THE WORKERS STAYED THERE THROUGHOUT THE WHOLE THING.  
20 AND SO, JUDGE, I ALWAYS APPRECIATE THE INVITATION, AND I  
21 KNOW IT'S AN OPEN ONE, THAT THE COUNSEL -- I MEAN, ALL  
22 COUNSEL SHOULD TALK ABOUT IT, BECAUSE I DO SEE A PATHWAY  
23 WHERE THAT COULD BE RESOLVED.

24 I AM CONCERNED ABOUT THE CLAIMS SPLIT ON  
25 A DAMAGE BASIS THAT SAYS EMPLOYEES CAN GET THIS, BUT

1        THEN HAVE TO LITIGATE OTHER WAYS.    BUT THAT IS WHERE  
2        MR. PARKS AND I COULD NOT GET ANY FURTHER, OTHER THAN TO  
3        AGREE THAT THE LEFT SIDE OF THE CASE WOULD PROCEED TO  
4        ANOTHER PLACE.

5                        LET ME JUST SAY THIS, JUDGE, AND I  
6        APPRECIATE THE OPPORTUNITY TO COME UP AND COMMENT.    I'M  
7        REALLY SHORTENING MY ARGUMENT BECAUSE I DO WANT TO TALK  
8        TO YOU ABOUT MULLANE AND THE ISSUE OF NOTICE.    AND I  
9        LISTENED VERY INTENTLY THAT -- WAWA DOES HAVE E-MAIL.  
10       WAWA DOES HAVE LETTERS AND ADDRESSES.    AND THIS IS  
11       ANOTHER ISSUE FOR THE CLIENTS AND THE CLASS.    YOU KNOW,  
12       WAWA HAS THE NAMES AND ADDRESSES OF EVERYONE WHO'S EVER  
13       WORKED FOR THEM, AND THEY CAN SEND THAT MAIL NOTICE OUT.

14                      I KNOW YOUR HONOR KNOWS MULLANE.    I DON'T  
15       HAVE TO EVEN GO -- THERE'S A REALLY GOOD LINE THERE THAT  
16       TALKS ABOUT HOW IMPORTANT MAIL IS BECAUSE IT'S THE WAY  
17       YOU KNOW IN ANY CONTEXT, CONSUMER OR OTHERWISE, YOU HAVE  
18       TOLD PEOPLE THESE ARE YOUR RIGHTS, AND HERE IS THE WAY  
19       YOU CAN GET PAID IN A CASE.    AND IT'S JUST NOT BEING  
20       DONE HERE.    AND I RAISED THAT.    I SAID, YOU HAVE GOT  
21       MAYBE 40,000 NAMES AND ADDRESSES OF 22 MILLION.    WHY  
22       DON'T YOU JUST SEND THEM A LETTER?    WHY AREN'T YOU JUST  
23       USING THE E-MAIL?    AND THEIR RESPONSE IS, WELL, THEY ARE  
24       NOT UPDATED LISTS.    AND WE ALL KNOW THE EXPERTS CAN  
25       SKINNY THAT DOWN.    AND IT'S NO EXCUSE NOT FOR USING

1 E-MAIL, HONESTLY, ESPECIALLY NOW I HEARD THAT THE  
2 SETTLEMENT ADMINISTRATION IS THROUGH E-MAIL.

3 SO IF WE DON'T CARVE THEM OUT, IF WE  
4 DON'T GIVE THEM SOMETHING BETTER THAT SHOWS THAT THEY DO  
5 HAVE A DIFFERENT POSITION, BOTH AS PEOPLE -- AND I SAY  
6 AGAIN, OUR OLD FRIEND DITTMAN LEGALLY VIS-A-VIS THEIR  
7 EMPLOYER, AND THEY ARE TREATED AS ONE SIZE FITS ALL, 5,  
8 15, AND YOU HAVE TO APPROVE ALL THESE THINGS, THAT DOES  
9 NOT SIT WELL WITH THE EMPLOYEE CLASS, JUDGE. I HOPE WE  
10 CAN FIX THAT. AND I HOPE WE CAN GET THE FINAL APPROVAL  
11 SINGING KUMBAYA. I WOULD BE HAPPY TO HAVE THAT HAPPEN.

12 I WAS OBSERVING THE DARK WEB. THIS  
13 INFORMATION SELLS FOR 17 BUCKS. YOU KNOW, YOU LOOK AT  
14 THINGS LIKE THAT, AND YOU SAY TO YOURSELF, HOW CAN THAT  
15 BE AND YOU ARE GETTING 5? THEY ARE THE THINGS THAT  
16 EXPERTS LOOK AT WHEN I TALK TO THEM. WHAT IS THE VALUE  
17 TO THE CRIMINALS OF WHAT WE ARE DEALING WITH HERE?  
18 THESE ARE VERY DIFFICULT CASES, AS YOUR HONOR KNOWS  
19 WELL.

20 BUT ON MULLANE, I JUST WANT TO UNDERSCORE  
21 -- AND WE PUT SOME INFORMATION IN THERE ABOUT THE APP.  
22 MY COLLEAGUE, MR. CATHERINE, ACTUALLY IS GETTING A FREE  
23 SIZZLI FROM HIS APP. SO WAWA CAN VERY QUICKLY -- I  
24 THINK THAT WAS JUST YESTERDAY DAVE GOT THAT. THEY CAN  
25 USE THE ELECTRONIC TOOLS TO BETTER NOTIFY PEOPLE -- AND



1 I'M ONLY SPEAKING FOR THE EMPLOYEES. AGAIN, YOUR HONOR,  
2 YOU ARE -- YOU TALK TO THE CONSUMERS ABOUT THEIR PLAN.  
3 I DID NOT NEED TO CROSS EXAMINE THE EXPERT. I KNOW  
4 THESE EXPERTS KNOW WHAT THEY ARE DOING IN THESE PLANS.  
5 BUT I DO OBSERVE, THERE IS NO MAIL, THERE IS NO  
6 PUBLICATION, THEY ARE SIMPLY RELYING ON THE PRESS. I  
7 KNOW WE HAVE SOMEONE FROM THE PRESS, BUT THAT HAS NEVER  
8 SUFFICED UNDER MULLANE THAT THE PRESS IS OBSERVING.  
9 YOU'VE GOT TO DO SOMETHING TO NOTIFY PEOPLE WHEN YOU  
10 KNOW THEM AND YOU'VE GOT THE NAMES AND ADDRESSES, YOU  
11 GOT THE E-MAIL ACCOUNTS. SO I ONLY ASK THE COURT IN THE  
12 MACRO SENSE, LET'S GET A LITTLE MORE ROBUST. AND I AM  
13 CONCERNED WHEN I HEAR ABOUT IT'S NOT CASH, IT'S A  
14 COUPON. YOU KNOW, THIS IS A PROMOTIONAL VEHICLE FOR  
15 WAWA SO....

16 THE COURT: YOU ARE JUMPING AHEAD A  
17 LITTLE BIT BECAUSE I HAVE NOT HEARD THE HITCH ON NOTICE  
18 AND THERE ARE SOME THINGS HERE THAT -- KIND OF  
19 INTERSECTIONS. I HAD SOME QUESTIONS ABOUT WHETHER, FOR  
20 EXAMPLE, JUST FOR EVERYBODY TO ANTICIPATE, I DON'T THINK  
21 YOU CAN EXIST THESE DAYS WITHOUT GETTING UNSOLICITED  
22 THINGS ON YOUR IPHONE TELLING YOU THAT A MESSAGE IS  
23 COMING THROUGH. AND I'M REALLY QUITE CONCERNED THIS  
24 COULD BE A VEHICLE FOR WAWA. NOT TO PICK ON WAWA, BUT  
25 IN THIS INSTANCE WAWA IS SENDING UNSOLICITED PROMOTIONAL

1 INFORMATION TO EVERYBODY WHO HAPPENED TO HAVE GOTTEN A  
2 GIFT CARD. SO -- AND THAT IS SOMETHING THAT I'M NOT  
3 INTERESTED IN PROMOTING, IF IT CAN BE AVOIDED.

4 MR. HAVILAND: JUDGE, THAT IS ONE OF THE  
5 REASONS I KEEP THIS OLD THING AROUND. I FIGURE THE  
6 SMART PHONE IS SMARTER THAN THE PEOPLE HOLDING IT. I  
7 DON'T GET THINGS ON THE OLD BLACKBERRY. BUT I  
8 APPRECIATE THE COURT'S INDULGENCE. AND I DO HOPE THAT  
9 WE COULD TRY TO WORK THIS TEMPLATE OF A DEAL INTO ONE  
10 THAT WOULD BE MORE PALATABLE FOR THE EMPLOYEES. BECAUSE  
11 WE ARE NOT THERE, THIS IS OUR CHANCE TO TALK TO THE  
12 COURT AND FRANKLY EVERYBODY ABOUT THE WAYS IT CAN BE  
13 IMPROVED.

14 THANK YOU.

15 THE COURT: OKAY.

16 SO MS. SAVETT, DO YOU OR YOUR COLLEAGUES  
17 WANT TO PICK IT UP AND CONTINUE ON?

18 MS. SAVETT: I'M GOING TO ADDRESS ALL THE  
19 POINTS OTHER THAN NOTICE, AND MY COLLEAGUE, MR. JOHNS,  
20 WILL ADDRESS THE NOTICE POINT.

21 SO FIRST I WANT TO CLARIFY THAT MR.  
22 HAVILAND AND HIS CLIENTS HAD KNOWLEDGE THAT THE  
23 MEDIATION WAS GOING TO HAPPEN FOR A LONG TIME. WE  
24 ALREADY DISCUSSED THAT, BUT THERE WERE STATUS REPORTS  
25 STATING THAT THERE WAS GOING TO BE A MEDIATION, WHICH HE

1 SIGNED. AND THE CLASS HAS ALWAYS BEEN DEFINED AS ALL  
2 CONSUMERS WHO USE PAYMENT CARDS, AND IT INCLUDED THE  
3 EMPLOYEES. IT WAS ALL CONSUMERS WHO USE PAYMENT CARDS.

4 NOW, WERE THE EMPLOYEES CONSUMERS LIKE  
5 EVERYBODY ELSE? YES, THEY WERE. AND MR. HAVILAND  
6 ADMITTED THAT. HE SAID IN A PRIOR HEARING, I'M GOING TO  
7 QUOTE: THAT IS TRUE, JUDGE. THEY ARE WALKING AND  
8 TALKING LIKE A CONSUMER. EMPLOYEES ARE CUSTOMERS TOO.  
9 SO THEY SHOULD NOT BE TREATED DIFFERENTLY. SO THEN WE  
10 GET INTO --

11 THE COURT: THEY HAVE A DUAL CAPACITY, DO  
12 THEY NOT?

13 MS. SAVETT: THEY DO, AND THEY HAVE A  
14 DUAL RIGHT HERE TO PARTICIPATE IN BOTH TRACKS.

15 THE COURT: WHY DOES THE DUAL CAPACITY  
16 MEAN THEY HAVE TO HAVE A SPLIT PERSONALITY OR A SPLIT  
17 CAPACITY? WHY NOT SIMPLY SAY THEIR CAPACITY IS  
18 DIFFERENT FROM CONSUMERS WHO ARE NOT EMPLOYEES?

19 AS I UNDERSTAND IT, ONE OF THE RESPONSES  
20 FROM -- I GUESS IT'S FROM WAWA -- THAT -- TO THE  
21 EMPLOYEE TRACK CONCERN IS THAT WAWA SAYS, WELL, IT WAS  
22 ANTICIPATED THAT THE EMPLOYEES -- WHY EMPLOYEES WOULD BE  
23 TREATED THAT WAY BECAUSE OF THE TRACK. AND IT SEEMS TO  
24 ME ONE RESPONSE WOULD BE WELL, GIVEN THE FACT THAT  
25 EMPLOYEES HAVE IN MOST INSTANCES THIS DUAL CAPACITY,

1       THEY -- WITH BOTH OF THEIR CAPACITIES GO OFF IN THEIR  
2       ONE TRACK, LEAVING THEM ALONE AND EXCLUDED FROM THE  
3       CONSUMER TRACK.

4                   MS. SAVETT:   YOUR HONOR, I JUST DON'T  
5       THINK THAT IS RIGHT, AND THAT IS NOT THE WAY THIS CASE  
6       DEVELOPED.   I WANT TO GO BACK TO THE VERY BEGINNING OF  
7       THE TRACKS, WHEN WE WERE SETTING UP THE TRACKS.   THE  
8       ONLY REASON THERE WAS A SEPARATE EMPLOYEE TRACK WAS  
9       BECAUSE MR. HAVILAND ALLEGED THAT PERSONAL INFORMATION  
10      OF EMPLOYEES WAS STOLEN THROUGH THE DATA BREACH.   IT  
11      COULD HAVE BEEN JOB HISTORY.   IT COULD HAVE BEEN SOCIAL  
12      SECURITY INFORMATION.   PERSONAL INFORMATION OF EMPLOYEES  
13      WAS STOLEN THROUGH THE DATA BREACH.   OUR CASE WAS ALWAYS  
14      VERY LIMITED.   IT WAS NOTHING BUT THE THEFT OF PAYMENT  
15      CARD INFORMATION, AND OUR CASE IS STILL LIMITED TO THAT,  
16      AND WE MADE THAT PERFECTLY CLEAR IN THE ORIGINAL  
17      SETTLEMENT AGREEMENT AND IN THE AMENDMENT.   AND IT'S  
18      ALSO LIMITED IN TIME TO THE MARCH TO DECEMBER 2019  
19      BREACH.   AND IT ONLY CONCERNS THE THEFT OF PAYMENT  
20      INFORMATION.

21                   AND IT WAS FOR THAT REASON THAT MR.  
22      HAVILAND AND HIS CLIENTS ALLEGED SOMETHING VERY  
23      DIFFERENT, THAT SENSITIVE PERSONAL INFORMATION OF  
24      EMPLOYEES WAS STOLEN THROUGH THE DATA BREACH, THAT HE  
25      GOT A SEPARATE TRACK.   BUT OUR DEFINITION OF THE CLASS

1 WAS ALWAYS FOR CONSUMERS USING CREDIT CARDS. IT DID NOT  
2 MAKE AN EXCEPTION FOR EMPLOYEES. THERE WAS NO REASON  
3 TO. AND TODAY, HIS EMPLOYEES CAN RECOVER WITHIN THE  
4 SETTLEMENT THAT I HAVE PUT FORTH, AND THEY CAN STILL  
5 HAVE THEIR CASE TO LITIGATE WHETHER OR NOT THEIR  
6 PERSONAL INFORMATION WAS BREACHED BY A FAULT OF A DATA  
7 BREACH.

8 THE COURT: HOW DO YOU PLAY OUT THEN HOW  
9 -- WHAT THE IMPACT OF THE CLASSIC RELEASE WOULD BE FOR  
10 SUCH A PERSON? BECAUSE I REALLY DON'T THINK ANYBODY IS  
11 INTERESTED IN HAVING A LOT OF HEARINGS AS TO WHETHER OR  
12 NOT THE CONSUMER RELEASE FOR A PARTICIPATING CONSUMER  
13 DOES OR DOES NOT INFECT, FOR LACK OF A BETTER WORD FOR  
14 THE MOMENT, THE EMPLOYEE PLAN.

15 MS. SAVETT: IT DOES NOT. IT HAS BEEN  
16 STATED EXPLICITLY THAT THE EMPLOYEE CLAIM FOR THEFT OF  
17 PERSONAL INFORMATION OF EMPLOYEES OUTSIDE OF PAYMENT  
18 CARDS AND OUTSIDE OF THE MARCH TO DECEMBER 2019 PERIOD  
19 IS NOT RELEASED. THAT IS HIS CLAIM. THAT IS THE REASON  
20 HE GOT A SEPARATE TRACK. BUT TO THE EXTENT EMPLOYEES  
21 WERE CONSUMERS AND USED PAYMENT CARDS AT WAWA DURING THE  
22 BREACH PERIOD, THEY ARE IN OUR CASE.

23 AND ANOTHER POINT WAS MADE BY  
24 MR. HAVILAND THAT IF HE HAD BEEN AT THE MEDIATION, WHICH  
25 HE DID NOT ASK TO BE AT, HE WOULD HAVE ARGUED MUCH MORE

1 STRONGLY ABOUT LIABILITY. WELL, HOW CAN YOU ARGUE MORE  
2 STRONGLY THAN WHAT WE ASSUME FOR PURPOSES OF THE  
3 MEDIATION THAT THERE WAS LIABILITY? THAT ISSUE WAS OFF  
4 THE TABLE. WE ASSUMED NEGLIGENCE. SO IT WOULD NOT HAVE  
5 MATTERED HOW STRONGLY HE ARGUED IT. IT COULD NOT HAVE  
6 BEEN STRONGER THAN THE FACT THAT WE ASSUMED THERE WAS  
7 NEGLIGENCE IN THAT MEDIATION. AND WHAT WE DEALT WITH  
8 WERE THE ISSUES OF CAUSATION AND DAMAGES AND HOW TO  
9 FORMULATE APPROPRIATE RELIEF.

10 I THINK WAWA HAD A RIGHT TO NEGOTIATE A  
11 PIECE FOR ALL THE CONSUMERS THAT INCLUDED EMPLOYEES.  
12 MR. HAVILAND ADMITTED THAT EMPLOYEES WHO USED THEIR  
13 CREDIT CARDS WERE CONSUMERS. I DON'T SEE THE  
14 DIFFERENCE, I DON'T SEE WHY THAT ASPECT OF THEIR  
15 TRANSACTIONS THAT THEY HAD DAMAGES SHOULD BE CARVED OUT.  
16 THAT ISN'T THE REASON HE HAS A SEPARATE TRACK. IF HE  
17 HAD SAID THAT, WE WOULD HAVE ARGUED AGAINST IT THEN.  
18 BUT HE DIDN'T -- HE DIDN'T MAKE THAT ARGUMENT.

19 THE COURT: WHY?

20 MS. SAVETT: BECAUSE WE HAD THE  
21 DEFINITION ALWAYS THAT IT WAS ALL CONSUMERS, SO  
22 EMPLOYEES --

23 THE COURT: IT'S NOT LIKE SOME OWNERSHIP  
24 PRINCIPLE. I MEAN, WE HAVE IT. I MEAN, WHY WOULD YOU  
25 HAVE THOUGHT THAT?

1 MS. SAVETT: BECAUSE OF THE FACT THAT IT  
2 WAS A DIFFERENT CASE. THIS WHOLE CASE WAS BASED ON, AS  
3 HE SAID, ONE PART OF THE COMPUTER GOES RIGHT AND ONE  
4 PART OF IT GOES LEFT. OUR CASE WAS JUST ABOUT THE ONE  
5 THAT WENT TO THE PAYMENT CARD SIDE. HE SAYS THERE WERE  
6 OTHER PARTS OF THE SYSTEM THAT WERE ATTACKED THAT  
7 COMPROMISED PERSONAL INFORMATION OF EMPLOYEES.

8 THE COURT: THAT IS A LIABILITY QUESTION.

9 MS. SAVETT: THAT WAS A DIFFERENT CASE.

10 THE COURT: I THINK THE ISSUE MIGHT BE --  
11 THAT IS ALL WELL AND GOOD ON LIABILITY, BUT IN TERMS OF  
12 WHAT DO YOU DO WITH RESOLVING THE CASE, THE DAMAGES, THE  
13 COMPENSATION SIDE OF IT WHERE SOMEBODY WHO HAS A DUAL  
14 CAPACITY ARGUABLY COULD BE DIFFERENT.

15 MS. SAVETT: BUT IT IS NOT DIFFERENT.  
16 THEY ACTED AS CONSUMERS. WHY WOULD THEIR STATUS OF  
17 EMPLOYEES MAKE THEM ANY DIFFERENT THAN ANY OTHER  
18 CONSUMER WHOSE PAYMENT CARD INFORMATION WAS COMPROMISED?  
19 EITHER THEY HAD NO FRAUDULENT CHARGES, OR THEY HAD  
20 FRAUDULENT CHARGES THAT GOT REVERSED, OR THEY HAD REAL  
21 DAMAGE BECAUSE THEY HAD SOME REAL OUT-OF-POCKET. SO  
22 THEY ARE GETTING THE SAME RELIEF THAT THEY WOULD HAVE  
23 GOTTEN.

24 THE COURT: THAT IS A FAIRLY WOODEN  
25 RESPONSE. I'M THINKING OF SOMETHING MUCH MORE DYNAMIC.

1       JOE SMITH, AN EMPLOYEE, USES -- HE HAS A DISCOUNT CARD  
2       AND BUYS LUNCH ON HIS LUNCH BREAK. HE HAS ARGUABLY  
3       GOT -- HE IS STILL ONE GUY, JOE SMITH. HE ARGUABLY HAS  
4       TWO INCOME STREAMS OR TWO INTEREST STREAMS, WERE BEING  
5       COMPENSATED FOR DATA BREACHES. THE QUESTION IS, WHY  
6       MAKE HIM BE SPLIT? WHY CAN'T HE NOT JUST BE IN HIS OWN  
7       LITTLE CLASS AS A PERSON WHO HAS TWO CLAIM STREAMS?

8                   MS. SAVETT: THIS CASE IS NOT ABOUT  
9       DISCOUNT CARDS. IT'S ABOUT USE OF CREDIT CARDS. I  
10      DON'T THINK THAT EXAMPLE APPLIES.

11                   THE COURT: I'M SORRY. I WILL WORK ON  
12      IT.

13                   MS. SAVETT: I'M SORRY. I WANT TO MAKE A  
14      POINT ABOUT DITTMAN, WHICH WAS ARGUED AD NAUSEAM BEFORE.  
15      BUT MR. HAVILAND MAKES THE POINT THAT DITTMAN SAID  
16      EMPLOYEES ARE AT A HIGHER STATUS. IT DOES NOT SAY THAT.  
17      THE DITTMAN CASE IS ABOUT WHETHER OR NOT THERE WAS A  
18      DUTY TO PROTECT PRIVATE INFORMATION BY COMPANIES. AND  
19      IT JUST SO HAPPENS THAT THE CLASS THERE WAS A CLASS OF  
20      EMPLOYEES. IT DOES NOT SAY THEY ARE IN A HIGHER STATUS  
21      THAN OTHER CONSUMERS. IT JUST TALKS ABOUT THE EXISTENCE  
22      OF THE DUTY TO PROTECT CONFIDENTIAL INFORMATION OF A  
23      COMPANY. IN THAT CASE IT WAS A HOSPITAL CHAIN.

24                   THE PROGENY OF DITTMAN MAKES IT  
25      ABSOLUTELY CLEAR. THERE IS NO DIFFERENTIAL. IT'S ABOUT



1 THE DUTY TO PROTECT PRIVATE INFORMATION. NONE OF THE  
2 CASES SAY EMPLOYEES ARE IN A HIGHER STATUS. IT'S JUST  
3 NOT THE CASE. AND HE HAS ADMITTED THAT THEY ACTED AS  
4 CONSUMERS IN USING THEIR PAYMENT CARDS. WE ARE NOT  
5 TRYING TO TAKE AWAY HIS CASE. THAT IS WHY WE WERE SO  
6 EXPLICIT IN AMENDING THE RELEASE. TO THE EXTENT THAT HE  
7 THOUGHT WE WERE USURPING PART OF HIS CASE, LIKE THE 2018  
8 BREACH, WHATEVER HAPPENED THERE, OR THE THEFT OF MUCH  
9 MORE SENSITIVE INFORMATION OF EMPLOYEES THAT MAY HAVE  
10 BEEN IN ANOTHER PART OF THE COMPUTER OR THE DIGITAL  
11 SYSTEM OF WAWA, WHICH HE SAYS WAS BREACHED, THAT IS NOT  
12 OUR CASE. AND WE DIDN'T WANT TO TAKE AWAY ONE INCH OF  
13 THE CASE THAT HE PURPORTED TO REPRESENT. BUT WE HAVE  
14 ALWAYS PURPORTED TO REPRESENT PEOPLE ACTING AS  
15 CONSUMERS.

16 THE COURT: OKAY. I WILL TELL YOU WHAT,  
17 MS. SAVETT. DO YOU HAVE ANYTHING NEW TO RAISE OR DO WE  
18 WANT TO GO INTO NOTICE?

19 AND BEFORE WE DO THAT, I CAN ASK WITH MY  
20 OWN RECOMMENDATION TO MR. PARKS IS, YOU CAN ADDRESS ALL  
21 OF THIS AFTER I HEAR ABOUT NOTICE. BUT IF YOU REALLY  
22 WANT TO HOP UP NOW AND SAY ANYTHING, I SUPPOSE YOU  
23 COULD.

24 MR. PARKS: I CAN WAIT, YOUR HONOR. I'M  
25 HAPPY TO SHARE OUR PERSPECTIVE ON THIS DUAL CAPACITY

1       KIND OF ISSUE BECAUSE WE DEFINITELY HAVE ONE.

2                   THE COURT:   MY QUESTION WAS WHETHER YOU  
3       WANT TO DO THAT NOW OR YOU WANT TO WAIT UNTIL --

4                   MR. PARKS:   I'M HAPPY TO WAIT UNTIL THEY  
5       ARE DONE, YOUR HONOR.

6                   THE COURT:   MS. SAVETT, CAN WE TURN TO  
7       NOTICE?

8                   MS. SAVETT:   NO.   I'M GOING TO ALLOW MY  
9       COLLEAGUE TO ADDRESS THAT.

10                  THE COURT:   I GUESS THAT IS A YES.

11                  MS. SAVETT:   THANK YOU.

12                  THE COURT:   GREAT.

13                  MR. JOHNS:   GOOD MORNING AGAIN, YOUR  
14       HONOR, AND MAY IT PLEASE THE COURT, BEN JOHNS FROM THE  
15       CHIMICLES SCHWARTZ FIRM.   AS YOU'VE HEARD FROM MS.  
16       SAVETT, I'M GOING TO ADDRESS THE NOTICE ISSUES.

17                  BUT BEFORE I TURN TO THAT, IF I COULD,  
18       YOU HAD ASKED MR. HAVILAND THE QUESTION ABOUT THE NUMBER  
19       OF EMPLOYEES WE ARE TALKING ABOUT.   I WILL CALL THEM  
20       CONSUMER EMPLOYEES.   THOSE STATISTICS ARE IN THE RECORD.  
21       PAGE 1 OF WAWA'S REPLY BRIEF SAYS THAT THERE'S 50,000  
22       CURRENT AND FORMER EMPLOYEES WHO WERE EMPLOYED DURING  
23       THE RELEVANT TIME PERIOD.   PAGE 15 OF MR. HAVILAND'S  
24       OPPOSITION BRIEF SAYS THAT THERE ARE 34,000 CURRENT  
25       EMPLOYEES.   SO I JUST WANTED TO GET THAT INTO THE

1       RECORD.

2                       THE COURT:   PRESUMABLY, EVEN I CAN DO  
3       THAT MATH, THERE MUST BE SOME 11,000 EX FORMER  
4       EMPLOYEES.

5                       MR. JOHNS:   YES.

6                       MR. PARKS:   YOUR HONOR, I HATE TO  
7       INTERJECT ON THIS.   I THINK OUR BRIEF SAID OVER 50,000,  
8       BECAUSE WE WERE VERY COMFORTABLE WITH THAT NUMBER.   SO  
9       THAT THE NUMBER ACTUALLY MIGHT BE A BIT HIGHER THAN THAT  
10      AS THE CASE MAY BE.   OBVIOUSLY, AS YOUR HONOR SAID, WE  
11      KNOW HOW MANY FORMER EMPLOYEES THERE ARE.   THAT IS A  
12      KNOWABLE NUMBER FOR SURE.

13                      MR. JOHNS:   YOUR HONOR, WITH RESPECT TO  
14      NOTICE, I THINK A GOOD STARTING POINT FOR THIS ANALYSIS  
15      IS THE TEXT OF THE RULE ITSELF.   RULE 23(C)(2)(B)  
16      PROVIDES THAT A DISTRICT COURT THAT GRANTS CLASS  
17      CERTIFICATION IS TO PROVIDE THE BEST NOTICE THAT IS  
18      PRACTICABLE UNDER THE CIRCUMSTANCES.   THE FOLLOWING  
19      SENTENCE IN THE RULE, WHICH IS SOMETHING THAT WAS  
20      AMENDED IN 2018, PROVIDES THAT THAT NOTICE CAN BE  
21      THROUGH U. S. MAIL, IT CAN BE THROUGH E-MAIL, OR IT CAN  
22      BE THROUGH OTHER APPROPRIATE MEANS.

23                      THE 2018 RULES COMMITTEE NOTES WITH  
24      RESPECT TO THAT AMENDMENT PROVIDES THAT THERE IS NOT A  
25      DEFAULT AND THERE IS NOT A PREFERRED METHOD AS BETWEEN

1       THOSE THREE OPTIONS.  INSTEAD, WHAT IT SAYS LITIGANTS  
2       AND THE COURT SHOULD DO IS EVALUATE EACH CASE ON ITS  
3       OWN, WHICH IS WHAT WE HAVE DONE IN CONSULTATION BOTH  
4       WITH WAWA'S COUNSEL, WITH JUDGE WELSH AT THE MEDIATION,  
5       AND OF COURSE WITH THE NOTICE EXPERTS AT KCC.  SO I  
6       WOULD LIKE TO JUST QUICKLY SUMMARIZE WHAT IT IS WE CAME  
7       UP WITH AND WHY THIS MEETS THE APPLICABLE.

8                   THE COURT:  HOW ABOUT IF I TELL YOU WHAT  
9       MY QUESTIONS ARE AND THEN YOU CAN ASSUME THAT IF I'M NOT  
10      ASKING YOU ABOUT IT, IT'S NOT SOMETHING I'M PARTICULARLY  
11      AGITATED WITH.

12                   MR. JOHNS:  THAT IS FINE, YOUR HONOR.  
13      SURE.

14                   THE COURT:  IN THIS INSTANCE, AS I  
15      UNDERSTAND IT, MR. MCGLADE IS A FORMER EMPLOYEE, IS TO  
16      USE HIM AS AN EXAMPLE, HOW LIKELY IS IT THAT A FORMER  
17      EMPLOYEE IS GOING TO SEE THE IN-STORE SIGN OR PLACARD?

18                   MR. JOHNS:  WELL, I THINK -- I THINK THE  
19      ANSWER TO YOUR QUESTION IS IT'S NOT JUST THE IN-STORE  
20      PLACARD THAT WE ARE PROPOSING AS NOTICE HERE.  I THINK  
21      THAT IS PROBABLY ONE OF THE -- WE HAVE A COUPLE  
22      DISCONNECTS HERE WITH MR. HAVILAND, BUT I THINK THAT IS  
23      ONE OF THEM.  IT'S NOT JUST THE IN-STORE PLACARDS WITH  
24      THE QR CODES.  IT'S THE PUBLICATION -- THE NOTIFICATION  
25      THAT IS GOING TO GO ON THE SETTLEMENT WEBSITE, THE

1 NOTIFICATION THAT IS GOING TO GO RIGHT ON WAWA'S HOME  
2 PAGE, WHICH BY THE WAY IS WHAT THEY DID BACK IN DECEMBER  
3 OF 2019 WHEN THEY INITIALLY NOTIFIED EVERYONE OF THE  
4 BREACH. THERE IS GOING TO BE A PRESS RELEASE ISSUED.  
5 THAT IS SOMETHING ELSE THAT WAWA DID BEFORE.

6 AND AS HAS ALREADY BEEN ALLUDED TO, THERE  
7 IS AN EARNED MEDIA COMPONENT OF THIS. THAT IS SOMETHING  
8 THAT THE COURT SHOULD CONSIDER. WE CITE A CASE CALLED  
9 CAMPBELL VERSUS FACEBOOK THAT IS FROM THE NORTHERN  
10 DISTRICT OF CALIFORNIA, WHICH TALKS ABOUT THE IMPORTANCE  
11 OF MEDIA COVERAGE AND HOW THAT IS SOMETHING THAT COURTS  
12 SHOULD BE MINDFUL OF WHEN ASSESSING THE ADEQUACY OF A  
13 PROPOSED NOTICE PLAN. AND OF COURSE, AS I'M SURE YOUR  
14 HONOR IS AWARE, THIS CASE HAS RECEIVED EXTENSIVE  
15 NOTORIETY.

16 AND SO WE SUBMIT -- AND THIS -- ONE OF  
17 THE POINTS THAT MR. HAVILAND MAKES IS THEY DON'T DO  
18 PUBLICATION NOTICE. I'M NOT EVEN SURE FRANKLY WHAT THAT  
19 MEANS, BECAUSE WE DO HAVE PUBLICATION NOTICE IN THE FORM  
20 OF THE WEBSITES THAT I MENTIONED AND THE PRESS RELEASE.  
21 BUT IT SEEMS TO ME, YOUR HONOR, THAT NOTICE IS GOING TO  
22 BE FAR MORE EFFECTIVE HERE IF IT'S ON THE FRONT PAGE OF  
23 THE LEGAL INTELLIGENCER, AS OPPOSED TO IN THE BACK  
24 PAGE --

25 THE COURT: COME ON. GET SERIOUS.

1 MR. JOHNS: I AM SERIOUS.

2 THE COURT: HOW MANY WAWA CONSUMERS SIT  
3 OUTSIDE AND DRINK THEIR WAWA COFFEE READING THE LEGAL?

4 MR. JOHNS: WELL, THE POINT I WAS TRYING  
5 TO MAKE, YOUR HONOR, IS IT'S BETTER TO HAVE THE  
6 PUBLICITY IN PLACES LIKE THAT, AS OPPOSED TO THE BACK OF  
7 THE LEGAL INTELLIGENCER, WHICH IS THE LEGAL NOTICES,  
8 WHICH IS APPARENTLY WHAT MR. HAVILAND WANTS US TO DO.  
9 BUT TO GIVE YOU A SERIOUS ANSWER TO THAT QUESTION, THIS  
10 IS IN THE INQUIRER. WE HAVE SOMEONE FROM LAW 360 THAT'S  
11 HERE. IT'S NOT JUST LAWYER AND LEGAL-SPECIFIC  
12 PUBLICATIONS. THIS HAS AFFECTED 22 MILLION PEOPLE, AND  
13 IT IS GETTING A LOT OF NOTORIETY. AS I'M SURE YOUR  
14 HONOR SAW, WAWA, WHICH TRACKS THESE THINGS APPARENTLY IN  
15 THE NORMAL COURSE, SUBMITTED A DECLARATION WITH ITS  
16 BRIEF THAT SAID THERE WERE 99 MILLION MEDIA IMPRESSIONS  
17 THAT WERE MADE, AND THAT IS JUST TO DATE, JUST WITH THE  
18 -- ASSOCIATED WITH THE FILING OF THE PRELIMINARY  
19 APPROVAL PAPERS AND THE PROPOSED SETTLEMENT. SO WE  
20 THINK THAT IS PRETTY SIGNIFICANT.

21 WE ALSO -- ANOTHER DATA POINT TO THROW AT  
22 YOU IS THE STATISTICS FROM JANUARY OF THIS YEAR,  
23 PREVACCINE ROLLOUT, WHICH WAWA SAID THERE WERE 64  
24 MILLION PEOPLE THAT CAME INTO THE STORES. HOW THAT IS  
25 BROKEN DOWN TO FORMER EMPLOYEES OR CURRENT EMPLOYEES I

1 DON'T KNOW, BUT THE POINT IS, PEOPLE ARE GOING TO SEE  
2 THIS NOTICE. IT'S GOING TO GET PICKED UP OVER AND OVER  
3 AGAIN.

4 THE COURT: AS I UNDERSTAND IT, THE  
5 IN-STORE NOTICE, I'M USING THE WORD PLACARD, SIGN OR  
6 SOMETHING, IS REALLY ONLY GOING TO BE UP FOR WHAT, FOUR  
7 WEEKS?

8 MR. JOHNS: FOUR WEEKS, THAT'S RIGHT.

9 THE COURT: WHY FOUR WEEKS? WHY NOT  
10 LONGER. IF THE CARD IS GOOD FOR A YEAR, WHY NOT LEAVE  
11 THE NOTICE UP FOR A YEAR?

12 MR. JOHNS: WELL, YOUR HONOR, FIRST OF  
13 ALL, TO BE CLEAR, THE NOTICE IS GOING TO BE IN THE  
14 STORES AND IT'S ALSO GOING TO BE OUT AT THE FUEL PUMPS.  
15 BUT TO ANSWER YOUR QUESTION, JUST LIKE THE QUESTION THAT  
16 YOU WERE ASKING MY COLLEAGUE, MS. SAVETT, THAT IS  
17 SOMETHING WE NEGOTIATED PRETTY INTENSELY AND THAT IS --

18 THE COURT: I DON'T QUITE SEE THE  
19 SENSIBILITY OF -- THE SENSE OF FOUR MONTHS. WHY NOT  
20 12 MONTHS?

21 MR. JOHNS: WELL, YOUR HONOR, I THINK  
22 AGAIN THIS GOES BACK TO THE POINT OF WHAT I WILL CALL  
23 THE HOLISTIC APPROACH HERE WITH ANALYZING NOTICE. IT IS  
24 NOT SIMPLY THE PLACARDS AS YOU REFERRED TO THEM AS, THAT  
25 IS NOT THE ONLY FORM OF NOTICE HERE. WE HAVE ALL THESE

1 OTHER CHANNELS, AND I THINK WHEN YOU LOOK AT THEM  
2 TOGETHER --

3 THE COURT: IF WE ARE TALKING ABOUT POINT  
4 OF SALE, POS. WHY WOULD NOT REMINDING SOMEBODY THAT  
5 THEY HAVE GOT SOMETHING ON THEIR LITTLE IPHONE THAT  
6 TELLS THEM THEY HAVE \$5 OR \$15 WORTH OF WHATEVER TO USE  
7 WHEN THEY GO INTO A WAWA, AND THEY ARE GOING TO BE  
8 REMINDED OF THAT IF THEY SEE A LITTLE SIGN AT THE  
9 CHECKOUT COUNTER SAYING, HERE IS THE SETTLEMENT OR  
10 WHATEVER IT WAS. WHY -- I DON'T QUITE GET FOUR WEEKS.  
11 EVEN TELL ME, SAY, WELL, THAT IS JUST WHAT WE  
12 NEGOTIATED. THAT IS WHAT DIANE WELSH THOUGHT WAS A  
13 GREAT IDEA. BUT I'M ASKING, WHY NOT LONGER?

14 MR. JOHNS: WELL, YOU ARE RIGHT WITH THE  
15 FIRST PART THAT THAT WAS SOMETHING THAT WAS NEGOTIATED.  
16 BUT TO ANSWER YOUR QUESTION, FRANKLY, WE WERE PERSUADED  
17 WHEN WE SAW THESE NUMBERS OF THE NUMBER OF PEOPLE THAT  
18 GO INTO THE STORES OVER THE PERIOD OF A MONTH. AGAIN,  
19 THAT IS IN JANUARY.

20 THE COURT: DOESN'T IT DEPEND UPON WHAT  
21 MONTHS?

22 MR. JOHNS: WELL, YEAH, IT DOES. AND IT  
23 ALSO, I WOULD THINK, DEPENDS UPON -- NOW THAT THE WORLD  
24 IS, KNOCK ON WOOD, STARTING TO OPEN UP AGAIN, THAT DATA  
25 WAS FROM DURING THE PANDEMIC PERIOD. ONE WOULD THINK



1        THAT, AS WE GET CLOSER TO NORMAL, THAT THOSE NUMBERS ARE  
2        ONLY GOING TO GO UP.

3                THE COURT:    EXCEPT THAT AS I POINTED OUT,  
4        WAWA WAS -- KUDOS TO WAWA, THEY WERE ONE OF THE ONLY  
5        PLACES THAT HAVE BEEN OPEN.    AS I SAY, YOU TRANSACT MORE  
6        BUSINESS AT WAWA THEN YOU COULD AT 601 MARKET STREET.

7                MR. JOHNS:    SURE.    RIGHT.    BUT BE THAT AS  
8        IT MAY, YOUR HONOR, EVEN SAYING THE PANDEMIC ISSUES  
9        ASIDE, THAT ONE-MONTH PERIOD IN JANUARY AGAIN HAD 64  
10       MILLION PEOPLE THAT CAME IN DURING THAT MONTH.    AND  
11       AGAIN, THIS IS A CLASS SIZE THAT IS APPROXIMATELY 22  
12       MILLION.    SO WE THINK THAT --

13               THE COURT:    LET ME TRY A DIFFERENT WAY.

14               MR. PARKS:    SURE.

15               THE COURT:    HOW MUCH -- DID ANYBODY LOBBY  
16       FOR OR NEGOTIATE FOR A LONGER PERIOD OF TIME?

17               MR. JOHNS:    YES.

18               THE COURT:    WHAT WAS THAT LONGER PERIOD?

19               MR. JOHNS:    I DON'T RECALL, HONESTLY,  
20       YOUR HONOR.    I JUST DON'T REMEMBER.    I CAN FIND THAT OUT  
21       IF IT WOULD BE HELPFUL.

22               THE COURT:    WELL, MAYBE MR. PARKS KNOWS.

23               MR. PARKS:    I DO RECALL.    I'LL HAPPILY  
24       GET TO IT.    I THINK IT WAS -- WE STARTED WITH TWO WEEKS,  
25       THEY STARTED WITH THREE MONTHS.    WE ENDED UP WITH ONE

1 MONTH. I THINK PART OF THE ISSUE THOUGH IS THAT THE  
2 SIGNS NEED TO BE UP DURING THE PERIOD OF TIME THAT CLASS  
3 MEMBERS COULD BE MAKING CLAIMS, BECAUSE THAT IS THE  
4 PERIOD OF TIME IN WHICH THEY CAN SNAP THE THING ON THEIR  
5 PHONE OR DO WHATEVER THEY WANT TO DO AND SUBMIT A CLAIM.  
6 THE PERIOD OF TIME THAT THE GIFT CARD IS AVAILABLE, BY  
7 THEN IT IS TOO LATE. SO THAT IS WHY THERE IS ACTUALLY  
8 -- IT'S ABOUT A 90-DAY PERIOD FROM WHEN CLASS NOTICE  
9 GOES OUT. 90 DAYS LATER THAT PEOPLE HAVE TO MAKE A  
10 CLAIM. SO IN THAT 90 DAYS IS WHEN IT IS RELEVANT FOR  
11 PEOPLE TO SEE NOTICE. AND WE BELIEVE THAT FOUR WEEKS  
12 WAS SUFFICIENT, BECAUSE WE COULD SHOW THAT 64 MILLION  
13 PEOPLE WOULD SEE THE SIGNS. WE HAVE 22 MILLION CLASS  
14 MEMBERS. SO THAT SHOWS US -- THE 64 MILLION, WE  
15 ACTUALLY THOUGHT WAS OVERKILL. WE THOUGHT THAT WAS MORE  
16 THAN ENOUGH. IT COVERED IT.

17 ANOTHER SLIGHT LOGISTICAL CHALLENGE FROM  
18 WAWA'S PERSPECTIVE IS, IT'S HARD TO KEEP SIGNS UP IN A  
19 STORE FOR A PERIOD OF TIME. SIGNS GET TAKEN DOWN.  
20 PEOPLE SWIPE SIGNS. THEY STEAL THEM. IT SOUNDS LIKE  
21 YOU JUST PUT THE SIGN UP AND FORGET IT. BUT  
22 LOGISTICALLY FROM A RETAILER'S PERSPECTIVE, IT'S NOT  
23 THAT EASY TO KEEP A SIGN UP EVEN FOR FOUR WEEKS.

24 THE COURT: THANK YOU. YOU ACTUALLY  
25 HELPED ME FOCUS MY THINKING ON THIS. SO IS THERE ANY

1 PROVISION, IN ADDITION TO THE NOTICE TO FILE A CLAIM,  
2 WHICH IS A PERFECTLY SENSIBLE ANSWER YOU'VE JUST GIVEN  
3 ME, BUT IS THERE SOME OTHER ADDITIONAL SIGNAGE OR  
4 COMMUNICATION, I WILL SAY THAT, THAT REMINDS PEOPLE TO  
5 ACTUALLY USE THEIR BENEFIT?

6 MS. PARKS: WELL, THEY GET AN E-MAIL WITH  
7 THE GIFT CARD, BUT AFTER THAT, NO, YOUR HONOR.

8 THE COURT: THAT IS THE ANSWER TO MY  
9 QUESTION.

10 MR. PARKS: YES.

11 MR. JOHNS: YOUR HONOR, UNLESS YOU HAVE  
12 ADDITIONAL QUESTIONS FOR ME, I THINK THERE'S TWO OTHER  
13 POINTS I'D LIKE TO --

14 THE COURT: GO AHEAD.

15 MR. JOHNS: MR. HAVILAND ALSO MADE THE  
16 POINT ABOUT THE CURRENT EMPLOYEES NOT BEING AWARE OF  
17 THIS. AND I THINK FOR THE REASONS THAT MR. PARKS JUST  
18 DESCRIBED WITH RESPECT TO PUTTING THE PLACARDS UP,  
19 FRANKLY, THOSE FOLKS ARE GOING TO GET MORE NOTICE ABOUT  
20 THIS THING THAN ANYBODY ELSE.

21 SO THE OTHER POINT, AND THIS GOES TO  
22 ANOTHER WHAT I WILL CALL TWO SHIPS PASSING IN THE NIGHT  
23 DISCONNECT, IS MR. HAVILAND WAS TELLING YOUR HONOR ABOUT  
24 HOW WAWA HAS ALL THESE CONTACT INFORMATION AND RECORDS  
25 OF ITS EMPLOYEES AND FORMER EMPLOYEES. THAT IS NOT THE

1 CLASS HERE. THE CLASS IS DEFINED BY REFERENCE TO  
2 CONSUMERS, AGAIN, INCLUDING EMPLOYEES ACTING AS  
3 CONSUMERS, WHO MADE A PURCHASE AT A WAWA, ONE OF THE  
4 AFFECTED STORES, DURING THE NINE-MONTH PERIOD. THAT  
5 MAGIC LIST OF CONTACT INFORMATION DOES NOT EXIST. THERE  
6 IS NOT SOME CLASS LIST THAT EXISTS OR THAT I'M AWARE OF  
7 OR THAT ANYONE IS AWARE OF THAT SOME CLAIMS  
8 ADMINISTRATOR CAN SIMPLY POP IN AN EXCEL PROGRAM AND  
9 SEND OUT E-MAILS OR NOTICES TO. THAT IS WHY WE FRANKLY  
10 CAME UP WITH THIS NOTICE PLAN WE DESIGNED. WE THINK  
11 CANDIDLY THE QR COMPONENT OF IT IS PRETTY INNOVATIVE,  
12 AND WE THINK THIS SATISFIES THE STANDARD FOR NOTICE.

13 AND THE STANDARD TO QUANTIFY IT, WE CITED  
14 A 2010 FEDERAL JUDICIARY FORM THAT SAYS 70 PERCENT IS  
15 TYPICALLY THE NUMBER YOU WANT TO HIT FOR CLASS NOTICE.  
16 AND OUR KCC ADMINISTRATOR HAS PUT IN A DECLARATION THAT  
17 SHE ANTICIPATES THAT THIS NOTICE WILL SATISFY THAT.

18 THE COURT: DID YOU SPEND ANY TIME  
19 EXPRESSING CONCERN ABOUT CUSTOMERS WHO NO LONGER LIVE  
20 WHERE WAWA IS?

21 MR. JOHNS: WE DID CONSIDER THAT, TOO.  
22 AND THAT TIES INTO THE TRANSFERABILITY OF THE CARDS. SO  
23 IF YOU MOVE TO COLORADO AND THERE'S NO WAWAS THERE, IT'S  
24 EASY ENOUGH TO TRANSFER --

25 THE COURT: WHY WOULD ANYBODY DO SUCH A

1       THING?

2                               THAT IS A PERFECTLY FINE ANSWER.   THANK  
3       YOU.

4                               MR. JOHNS:   THANK YOU, YOUR HONOR.  
5       UNLESS YOU HAVE ANY QUESTIONS FOR ME ABOUT THE NOTICE,  
6       WE WILL REST ON OUR PAPERS.

7                               THE COURT:   THAT'S GREAT.   THANK YOU VERY  
8       MUCH.

9                               MR. JOHNS:   THANK YOU.

10                              THE COURT:   SO MR. PARKS.

11                              MR. PARKS:   THANK YOU, YOUR HONOR.

12                              THE COURT:   WHO IS THE CLEANUP HITTER  
13       THESE DAYS?

14                              MR. PARKS:   ACTUALLY, YOUR HONOR, GREG  
15       PARKS FOR WAWA AGAIN, FOR THE COURT REPORTER'S BENEFIT.  
16       I'M GOING TO LET MS. HADGIS BE THE CLEANUP BATTER  
17       BECAUSE SHE IS GOING TO ADDRESS SOME ISSUES RELATED TO  
18       GIFT CARDS.

19                              BUT I WANT TO TALK ABOUT FOUR THINGS.  
20       ONE IS THE DUAL CAPACITY DITTMAN ISSUE, OUR OLD FRIEND  
21       DITTMAN.   TWO IS THE NOTICE POINT.   THREE IS THE CLAIMS  
22       MADE PORTION OF THE SETTLEMENT.   AND FOURTH, TO ANSWER  
23       YOUR HONOR'S QUESTION ABOUT THE LOYALTY OF WAWA  
24       CUSTOMERS AND WHY WE KNOW THAT TO BE THE CASE.   SO I  
25       WILL GET TO ALL OF THOSE THINGS.

1                   STARTING WITH THE DUAL CAPACITY DITTMAN  
2           ISSUE, I THINK THE REALLY IMPORTANT THING TO UNDERSTAND  
3           IS -- AND I THINK MR. HAVILAND HIGHLIGHTED THIS NICELY  
4           -- IS THAT WE HAVE AGREED TO DISPUTE A LATER DAY THE  
5           QUESTION OF WHETHER THERE WAS A COMPROMISE OF THE WAWA  
6           HR EMPLOYEE DATABASE. I AGREE WITH MR. HAVILAND THAT WE  
7           HAVE AGREED TO PUT OFF THAT DISPUTE FOR ANOTHER DAY.  
8           BUT THAT DRIVES A LOT OF WHY THERE NEEDS TO BE THIS DUAL  
9           CAPACITY, BECAUSE WHEN AN EMPLOYEE JOINS WAWA THEY ARE  
10          OF COURSE REQUIRED TO FILL OUT FORMS, SUPPLY THEIR  
11          SOCIAL SECURITY NUMBER, THEIR ADDRESS, THEIR BANK  
12          ACCOUNT NUMBER FOR DIRECT DEPOSIT, ANY NUMBER OF OTHER  
13          THINGS. THOSE GO THEN INTO AN HR EMPLOYEE DATABASE THAT  
14          IS LIKE A VAULT. THAT SITS DEEP WITHIN WAWA'S CORPORATE  
15          SECURITY NETWORK AND IT'S HEAVILY SECURED. OUR  
16          POSITION, OUR VIEW IS THAT DATABASE WAS NOT TOUCHED AT  
17          ALL IN THIS INCIDENT. THERE WAS NO COMPROMISE OF IT.  
18          MR. HAVILAND FEELS DIFFERENTLY, BUT WE HAVE AGREED TO  
19          PUSH THAT OFF FOR ANOTHER DAY.

20                   SEPARATELY, IF THOSE EMPLOYEES THEN,  
21          WHILE THEY ARE ON THEIR SHIFT AT WAWA OR OTHERWISE, USE  
22          A PAYMENT CARD AT WAWA TO MAKE A PURCHASE, THEY GO  
23          THROUGH THE EXACT SAME PATH THAT ANY OTHER CONSUMER  
24          DOES. THAT IS, THEY SWIPE OR DIP THEIR CARD AT WAWA,  
25          THEIR INFORMATION GETS TRANSMITTED TO WAWA'S PAYMENT

1       PROCESSOR, AND THEN THEY MAKE THEIR PURCHASE. THE THING  
2       IS THAT DURING THE COURSE OF THIS DATA SECURITY INCIDENT  
3       THAT INFORMATION WAS ACCESSED AND IT WAS COMPROMISED AND  
4       THERE WERE THREAT ACTORS WHO GATHERED THAT INFORMATION.  
5       SO THAT INFORMATION, FROM OUR POINT OF VIEW, WAS  
6       POTENTIALLY ACCESSED AND IS AT ISSUE. SO THAT IS WHAT  
7       DRIVES THIS DIFFERENT CAPACITY, WHICH IS, INsofar AS  
8       THEY ARE CONSUMERS, THEIR HARM, THEIR RIGHTS, THEIR  
9       EVERYTHING ELSE THAT MIGHT HAVE HAPPENED TO THEM, IS THE  
10      EXACT SAME AS ANY OTHER CONSUMER. IT DOES NOT MATTER  
11      WHETHER THEY WERE WORKING AT WAWA THAT DAY OR THEY JUST  
12      HAPPENED TO STOP BY WAWA THAT DAY.

13                   THE COURT: I THINK THIS IS IRRELEVANT,  
14      BUT I WILL ASK IT ANYWAY. IF SOMEBODY WHO IS AN  
15      EMPLOYEE OF WAWA -- THEY GET A DISCOUNT, RIGHT?

16                   MS. PARKS: CORRECT.

17                   THE COURT: SO THEY ARE DIFFERENT FROM  
18      OTHER CONSUMERS, AT LEAST IN TERMS OF THE PRICE CHARGED  
19      TO THEM.

20                   MS. PARKS: CORRECT.

21                   THE COURT: DOES THAT ALSO APPLY IF THEY  
22      HAPPEN TO BE NOT ON -- NOT WORKING THAT DAY, AND ON  
23      THEIR DAY OFF THEY FOR SOME REASON CHOOSE TO STOP AT A  
24      WAWA AND USE -- DOES THEIR EMPLOYEE STATUS, IS IT GOOD  
25      FOR THEM TO GET A DISCOUNT THAT DAY AS WELL?

1 MR. PARKS: YES. I THINK THAT THE  
2 DISCOUNT IS DIFFERENT. THEY GET A DEEPER DISCOUNT ON  
3 FOOD WHEN THEY ARE WORKING BECAUSE THEY HAVE TO EAT AND  
4 THOSE KIND OF THINGS, BUT YES.

5 THE COURT: IT DOES NOT CHANGE THE DATA  
6 BREACH. I UNDERSTAND THAT.

7 MS. PARKS: CORRECT. IF THE EMPLOYEE  
8 STOPS BY ON THEIR DAY OFF AND THEY WANT A COKE OR  
9 WHATEVER, THEY STILL GET THEIR EMPLOYEE DISCOUNT ON THE  
10 COKE. IT IS A SLIGHTLY DIFFERENT DISCOUNT. BUT YOUR  
11 HONOR IS RIGHT, WHAT HAPPENS TO THEIR PAYMENT CARD  
12 INFORMATION IS EXACTLY THE SAME.

13 SO THAT IS WHY WE ANSWER THE QUESTION,  
14 CAN'T WE JUST SAY LOOK, LET'S INCLUDE THEM ALL IN OR WHY  
15 DO WE SPLIT THEM? WE SPLIT THEM BECAUSE ON THE ONE  
16 INSTANCE WE BELIEVE THERE WAS NOT DAMAGE TO THEM, BUT  
17 THERE WAS ACCESS TO THEIR INFORMATION. BUT AS TO THEIR  
18 HR DATA, IF THEIR SOCIAL SECURITY NUMBER WAS COMPROMISED  
19 OR THEIR BANK ACCOUNT NUMBER WAS COMPROMISED, THAT IS A  
20 VERY DIFFERENT KIND OF HARM THAT CAN OCCUR. AND IT'S A  
21 VERY DIFFERENT KIND OF CIRCUMSTANCE WE WOULD HAVE TO  
22 ADDRESS.

23 SO EXACTLY THE ISSUES THAT AMCHEM SAID  
24 YOU ARE SUPPOSED TO FOCUS ON IN A CLASS SETTLEMENT IS  
25 THE HARM ISSUE. AND I WAS VERY FAMILIAR WITH THAT CASE.



1       AND ONE OF THE BIGGEST PROBLEMS WAS THE FACT THAT WE  
2       WERE LUMPING TOGETHER IN ONE CLASS PEOPLE WHO HAD NOT  
3       YET BEEN EXPOSED TO ASBESTOS BUT MIGHT BE IN THE FUTURE,  
4       PEOPLE WHO HAD BEEN EXPOSED BUT HAD NO HARM FROM IT, AND  
5       PEOPLE WHO HAD BEEN EXPOSED AND HAD SIGNIFICANT HARM.  
6       THEY HAD EITHER DEVELOPED SERIOUS ILLNESSES OR DEATH.  
7       AND LUMPING ALL OF THOSE IN ONE CLASS IS WHAT WAS THE  
8       PROBLEM.   AND I THINK THAT WOULD BE THE SAME ISSUE HERE,  
9       THAT IS, CONSUMERS EXPERIENCE ONE KIND OF POTENTIAL  
10      ISSUE IF THEIR CREDIT CARD INFORMATION WAS TAKEN.  
11      EMPLOYEES EXPERIENCE A VERY DIFFERENT ISSUE, IF THEY ARE  
12      LATER ABLE TO PROVE, WHICH WE DON'T THINK THEY WILL BE,  
13      BUT IF THEY ARE ABLE TO PROVE THAT THEIR SOCIAL SECURITY  
14      NUMBER OR BANK ACCOUNT INFORMATION WAS COMPROMISED, THAT  
15      IS A VERY DIFFERENT INJURY AND SO WE WOULD HAVE HAD TO  
16      TREAT THAT SEPARATELY.

17                   AND AS MS. SAVETT TOLD YOU, IT IS  
18      ENTIRELY TRUE THAT CAUSATION AND DAMAGES DRIVE THIS AND  
19      EVERY OTHER CONSUMER DATA BREACH CASE.   I HAVE HANDLED A  
20      LOT OF THEM.   YOU KNOW, THERE ARE A LOT OF THEM THAT ARE  
21      OUT THERE.   AND WHEN YOU SEE THEM, CAUSATION AND DAMAGES  
22      ARE WHAT DRIVES THE ISSUE.   DITTMAN STANDS FOR THIS  
23      PROPOSITION THAT EMPLOYERS WHO COMPEL EMPLOYEES TO  
24      PROVIDE INFORMATION HAVE A DUTY TO REASONABLY SECURE  
25      THAT INFORMATION.   WE, WAWA, BELIEVE, AND I AS A LAWYER

1 WHO PRACTICE IN THE SPACE A LOT BELIEVE, THAT WAWA ALSO  
2 HAS THAT DUTY AS TO ITS CONSUMERS. THAT IS, WHEN WAWA  
3 COLLECTS PAYMENT CARD INFORMATION FROM CONSUMERS, WE  
4 HAVE A DUTY TO REASONABLY SECURE THAT. IF THAT WAS NOT  
5 TRUE JUST FROM THE LAW, WHICH I THINK IT WAS, IT THEN  
6 BECOMES EXTRA TRUE BECAUSE WAWA HAS A PRIVACY POLICY OUT  
7 ON ITS WEBSITE, WHICH IS CITED IN THE CONSUMERS' CLASS  
8 ACTION COMPLAINT, THAT SAYS WE, WAWA, USE REASONABLE  
9 SECURITY. WE SECURE YOUR INFORMATION. SO AS SOON AS WE  
10 HAVE SAID THAT TO THE CONSUMERS, WE ARE REALLY ON THE  
11 HOOK FOR THAT.

12 SO, AS MS. SAVETT SAYS, WE WALKED INTO  
13 THIS MEDIATION SAYING YES, WE OWE TO THESE CONSUMERS A  
14 DUTY TO REASONABLY SECURE THEIR INFORMATION. SO LIKE  
15 MS. SAVETT SAYS, DITTMAN WOULD HAVE DONE NO MORE WORK  
16 FOR THE EMPLOYEES THAN WHAT WE WERE ALREADY ADMITTING.  
17 WE WERE ALREADY SAYING, YES, WE HAVE THAT DUTY.  
18 INSTEAD, WHAT WE PRESENTED AT MEDIATION WAS, THE HARM  
19 HERE WAS REALLY MITIGATED. AND THAT HAPPENED BECAUSE  
20 WAWA IDENTIFIED THIS SECURITY INCIDENT BEFORE THE PUBLIC  
21 DID AND BEFORE CARDS WENT ON SALE ON THE DARK WEB. AND  
22 BEFORE WAWA DID ANYTHING ELSE, WAWA ALERTED THE PAYMENT  
23 CARD COMPANIES, THE VISAS AND MASTERCARDS OF THE WORLD,  
24 AND SAID HEY, WE'VE HAD THIS INCIDENT. WE ARE GOING TO  
25 BE NOTIFYING PEOPLE. BUT YOU PAYMENT CARD COMPANIES,

1       YOU OUGHT TO DO THE THINGS YOU NEED TO DO TO TWEAK UP  
2       YOUR FRAUD MONITORING.   SO LONG BEFORE THERE WAS A  
3       PUBLIC NOTICE AND LONG BEFORE THERE WAS A SALE OF CARDS  
4       ON THE DARK WEB, WAWA HAD GONE TO VISA AND MASTERCARD  
5       AND SAID, HEY, CARDS THAT WERE USED HERE WERE  
6       POTENTIALLY COMPROMISED.   THEY IN TURN SAY, OKAY, WE ARE  
7       GOING TO TAKE A REALLY HARD LOOK AT THOSE CARDS.   IF WE  
8       SEE THOSE CARDS BEING USED IN A WAY THAT LOOKS A LITTLE  
9       FUNNY, WE ARE GOING TO BLOCK THAT CHARGE.

10               AS A RESULT, WHAT WE SAW -- AND UNLIKE  
11       OTHER DATA BREACHES IN WHICH IT ONLY CAME OUT AFTER THE  
12       FACT THAT CARDS HAD BEEN SOLD ON THE DARK WEB, WE SAW  
13       THAT THE INSTANCES OF FRAUD HERE WERE VERY LOW.   WE KNOW  
14       THAT BECAUSE THE CREDIT CARD COMPANIES HAVE TOLD US.  
15       THEY'VE SAID WE ARE SEEING VERY LOW FRAUD HERE.   THEY  
16       ARE NOT PURSUING US FOR ASSESSMENTS TO RECOVER FOR  
17       FRAUD, WHICH THEY COULD.

18               AND WE, WAWA, ALSO SET UP A 1-800 NUMBER  
19       FOR PEOPLE TO CALL IF THEY HAD BEEN THE VICTIMS OF  
20       FRAUD, BECAUSE WE WANTED TO LISTEN TO OUR CUSTOMERS.   WE  
21       GOT LIKE 37 PHONE CALLS OUT OF 22 MILLION POTENTIAL  
22       CLASS MEMBERS.   SO WE KNOW ACTUAL FRAUD IS LOW.   WE KNOW  
23       PEOPLE WERE NOT HARMED.   THAT IS WHAT WE SAID AT  
24       MEDIATION.   THE RESPONSE FROM THE PLAINTIFFS WAS, BUT  
25       PEOPLE MIGHT HAVE SPENT TIME, THEY MIGHT HAVE WORRIED

1 ABOUT THE FACT THAT THEIR INFORMATION WAS OUT THERE.  
2 AND THEY MIGHT HAVE ACTUALLY SEEN FRAUDULENT CHARGES ON  
3 THEIR CARD AND HAD TO DISPUTE THEM. AND MAYBE THEY  
4 MIGHT HAVE BEEN FORCED TO PAY THOSE. THAT WAS REALLY  
5 THE BASIS OF THE NEGOTIATION FOR THE 5, 15 AND \$500.

6 THE COURT: WHICH REMIND ME, I WANTED TO  
7 ASK YOU, HOW DOES \$5 AND/OR \$15 RELATE TO AN AVERAGE  
8 CREDIT CARD PURCHASE DURING THIS CLASS PERIOD?

9 MR. PARKS: THEY DON'T. BUT THAT IS NOT  
10 WHAT ACTUALLY HAPPENED TO THOSE PEOPLE. TO THE PERSON  
11 WHO IS GETTING THE \$5, ALL THAT HAPPENED IS MAYBE THEIR  
12 INFORMATION WAS ACCESSED, MAYBE IT WASN'T, WE DON'T  
13 KNOW, AND THEY DIDN'T HAVE ANY FRAUDULENT CHARGES. THEY  
14 WERE NOT EVEN SHOWING UP ON THEIR CREDIT CARD.

15 THE COURT: THE ANSWER TO MY QUESTION IS,  
16 IT WAS NOT A LINEAR ANALYSIS THAT LED TO THE DOLLAR  
17 AMOUNT. IT WAS, TO QUOTE MS. SAVETT, A MATTER OF  
18 NEGOTIATION.

19 MR. PARKS: ACTUALLY AS TO THE \$500, IT  
20 WAS.

21 THE COURT: I WAS ONLY ASKING ABOUT THE  
22 GIFT CARDS.

23 MR. PARKS: CORRECT. THE \$15, WHICH YOU  
24 HAVE TO UNDERSTAND IS WHAT HAPPENED TO THAT PERSON IS,  
25 THEY SAW A FRAUDULENT CHARGE ON THEIR CARD, THEY SAID

1 OH, I BETTER CALL ABOUT THAT. THEY CALLED, IT WAS TAKEN  
2 OFF, THEY WERE NEVER FORCED TO PAY. SO THAT IS WHY THE  
3 5 AND THE 15. THE \$500 DID LOOK AT THAT. AND THE \$500  
4 DID CONCLUDE THERE IS AN AVERAGE NUMBER. I THINK IT IS  
5 LIKE 150 OR \$200 IS THE AVERAGE ATTEMPTED FRAUDULENT  
6 CHARGE ON A CREDIT CARD. AND WE DID TAKE THAT INTO  
7 CONSIDERATION IN SETTING THE \$500 IN THE, WE THOUGHT,  
8 UNLIKELY EVENT THAT ANY CONSUMER WAS ACTUALLY FORCED TO  
9 PAY A FRAUDULENT CHARGE. WE THOUGHT THE \$500 WAS MORE  
10 THAN SUFFICIENT TO COVER THAT. WE DON'T THINK THAT  
11 HAPPENED, BUT IF IT DID, WE HAVE GOT THAT SET.

12 BUT ALL OF THOSE DYNAMICS ARE WHAT DROVE  
13 THIS SETTLEMENT.

14 THE COURT: PERHAPS THIS IS JUST MY  
15 CURIOSITY, BUT WHAT DOES THE AVERAGE WAWA  
16 CREDIT-CARD-USING CUSTOMER ACTUALLY BUY?

17 MR. PARKS: ALL THE THINGS THAT ANY WAWA  
18 CONSUMER BUYS, YOU KNOW, GAS, FOOD, HOAGIES. WAWA IS A  
19 BUSINESS ACTUALLY LESS --

20 THE COURT: I'M QUITE SURE WAWA HAS  
21 FIGURED OUT WHAT TO EXPECT WHEN SOMEBODY WALKS IN AND  
22 BUYS SOMETHING.

23 MR. PARKS: CORRECT. ALTHOUGH THEY DON'T  
24 DO NEARLY AS MUCH TRACKING AS OTHER RETAILERS DO. BUT  
25 THEIR SPLIT IS ABOUT 50 PERCENT CREDIT CARDS AND

1 50 PERCENT CASH. WAWA SEES A LOT MORE CASH THAN MOST  
2 RETAILERS. MOST RETAILERS SEE ABOUT 80 TO 90 PERCENT OF  
3 THEIR PURCHASES ON CREDIT CARDS AND ABOUT 95 PERCENT OF  
4 THE DOLLAR AMOUNT OF PURCHASES ARE ON CREDIT CARDS.

5 THE COURT: I COMPLETELY UNDERSTAND WHY  
6 DATA COLLECTED IN THE LAST 14 MONTHS IS REALLY WORTHLESS  
7 IN TERMS OF LONG-TERM PROJECTIONS. I WAS CURIOUS.

8 MR. PARKS: SURE. AND HISTORICALLY AND  
9 WE LOOKED AT THIS BACK AT THE TIME WE WERE GOING THROUGH  
10 THE DATA SECURITY INCIDENT IN DECEMBER OF 2019, AND  
11 UNDERSTOOD THEN THAT ABOUT 50 PERCENT OF WAWA'S  
12 PURCHASES WERE ON CREDIT AND DEBIT AND 50 PERCENT WERE  
13 CASH.

14 THE COURT: SO WHAT DOES YOUR DATA TELL  
15 YOU IS THE LIKELY USE OF ALL OF THESE GIFT CARDS?

16 MR. PARKS: MS. SAVETT NAILED IT. IT'S  
17 ABOUT 97.5 PERCENT.

18 THE COURT: HOW IN THE WORLD DID YOU  
19 FIGURE THAT OUT?

20 MR. PARKS: BECAUSE WAWA ISSUES GIFT  
21 CARDS REGULARLY. THEY HAVE GIFT CARDS. AND IT'S THE  
22 EXACT SAME GIFT CARD THAT CONSUMERS ARE GOING TO GET IN  
23 THE SETTLEMENT. WAWA SELLS THOSE GIFT CARDS, WAWA GIVES  
24 THEM OUT PROMOTIONALLY SOMETIMES. AND BECAUSE OF  
25 ACCOUNTING RULES, WAWA HAS TO TRACK HOW MUCH THEY ARE

1       USED, AND 97.5 PERCENT OF THE DOLLARS OF WAWA GIFT CARDS  
2       THAT GET ISSUED GET USED.   SO --

3                       THE COURT:   THE DOLLARS.   YOU ARE  
4       COUNTING THE DOLLARS AS OPPOSED TO THE INDIVIDUAL  
5       ISSUANCE.

6                       MR. PARKS:   CORRECT.   SO IT'S NOT WHICH  
7       CARDS WERE USED.   IT'S THE DOLLARS OF CARDS.   BECAUSE  
8       WAWA HAS TO TRACK THAT FOR ACCOUNTING PURPOSES, THAT IF  
9       WE HAVE A MILLION DOLLARS WORTH OF GIFT CARDS OUT THERE,  
10      WE HAVE TO HAVE A RESERVE.

11                      THE COURT:   IF YOU KNOW WHAT YOUR  
12      LIABILITY IS.

13                      MR. PARKS:   EXACTLY.   SO WAWA HAS VERY  
14      GOOD STATISTICS SHOWING THAT WE BELIEVE 97.5 PERCENT OF  
15      THE VALUE OF THESE GIFT CARDS ARE GOING TO BE USED.  
16      ANOTHER THING THAT HAPPENED ANECDOTALLY IS WAWA HAD A  
17      RELATIONSHIP WITH CHASE HISTORICALLY ON A PROMOTIONAL  
18      PROGRAM FOR A CREDIT CARD, WHERE WAWA GIFT CARDS WERE  
19      GIVEN OUT AS A PROMOTION IN CONNECTION WITH THAT CREDIT  
20      CARD OFFERING.   AND CHASE ACTUALLY TERMINATED THE  
21      RELATIONSHIP WITH WAWA BECAUSE TOO MANY OF THE GIFT  
22      CARDS WERE USED.   WITH MOST OF THEIR RETAILERS THEY  
23      ISSUED THE GIFT CARDS AND ABOUT 50 PERCENT OF THE VALUE  
24      GOT USED.   WITH WAWA THEY FOUND THAT IT WAS NORTH OF  
25      90 PERCENT.   AND SO CHASE SAID WE ARE NOT DOING THIS

1 WITH YOU ANYMORE, WAWA.

2 THIS IS ALL INFORMATION THAT I SHARED  
3 WITH THE PLAINTIFFS' LAWYERS IN ADVANCE OF THE  
4 MEDIATION, TO SAY, HEY LISTEN, HERE IS WHY GIFT CARDS  
5 ARE A GOOD REASON, AND I DON'T WANT TO STEAL MS. HADGIS'  
6 THUNDER WHO'S GOT BETTER ANSWERS EVEN TO WHY GIFT CARDS  
7 ARE THE RIGHT THING.

8 THE COURT: IS SHE GOING TO ANSWER THE  
9 QUESTION OF CAN THE GIFT CARDS BE CREDITED DIRECTLY TO  
10 THIS WAWA APP ACCOUNT?

11 MR. PARKS: YES. SHE WILL ANSWER THAT  
12 QUESTION AS WELL.

13 MY KIND OF MORE SIMPLETON POINT IS THAT,  
14 AS WE NEGOTIATED THE SETTLEMENT, THE THINGS THAT DROVE  
15 THE SETTLEMENT VALUES WERE THESE DAMAGES CONCEPTS THAT  
16 ARE THE SAME FOR EMPLOYEES WHO USED A CREDIT CARD AT  
17 WAWA AS THEY ARE FOR NONEMPLOYEES WHO USED THE CREDIT  
18 CARD AT WAWA. THAT IS WHAT DROVE THE SETTLEMENT.  
19 THAT'S WHAT BROUGHT THE COMPROMISE. THAT IS WHAT REALLY  
20 JUSTIFIES THE RELEASE. BECAUSE THE RELEASE WE ARE  
21 ASKING FOR, FROM BOTH EMPLOYEE CONSUMERS AND NONEMPLOYEE  
22 CONSUMERS, IS RELEASE US FOR CLAIMS THAT YOUR CREDIT  
23 CARD OR DEBIT CARD WAS STOLEN. THAT IS THE RELEASE WE  
24 WANTED TO GET. THAT IS WHAT WE ARE COMPENSATING FOR AND  
25 THAT IS WHAT DROVE THE SETTLEMENT NEGOTIATIONS. AND



1        THAT IS WHY I THINK IT IS APPROVABLE UNDER AMCHEM AND  
2        ALL OF THE OTHER CASE LAW THAT WE CITED THERE.

3                    THE COURT:    HOW DO I KNOW WHETHER WAWA IS  
4        GOING TO BE USING THIS VEHICLE THAT IS SET UP FOR  
5        ISSUING THE GIFT CARDS TO ALSO THEN SEND ADDITIONAL  
6        COMMUNICATIONS?

7                    MR. PARKS:    WE WILL NOT, YOUR HONOR.  
8        WAWA'S PRIVACY POLICY SAID THAT IF YOU GIVE US YOUR  
9        E-MAIL FOR PURPOSES OF PROMOTIONS, WE WILL USE IT FOR  
10       THAT PURPOSE.    THE E-MAILS THAT WE RECEIVE FOR PURPOSES  
11       OF SENDING OUT THE GIFT CARDS WILL NOT BE ADDED TO OUR  
12       GENERAL E-MAIL LIST.    AND THAT IS -- THAT IS A  
13       COMMITMENT THAT WE HAVE MADE, AND SO IT WON'T BE USED  
14       FOR THAT PURPOSE.    I CAN ASSURE YOU OF THAT.

15                   THE COURT:    IS THAT PART OF THE  
16       INFORMATION BEING GIVEN TO PEOPLE BUT IF THEY FILE A  
17       CLAIM, THEY DON'T HAVE TO WORRY ABOUT THEN GETTING  
18       YEARS' WORTH OF COMMUNICATIONS?

19                   MR. PARKS:    NO, YOUR HONOR.

20                   THE COURT:    WELL, I WOULD  
21       RECOMMEND PUTTING THAT IN THERE.

22                   MR. PARKS:    I THINK WE COULD DO THAT.    WE  
23       COULD CERTAINLY -- I THINK -- SOME OF THE INFORMATION  
24       POINTS TO WAWA'S PRIVACY POLICY THAT SAYS THAT, BUT I  
25       THINK WE COULD BE A LITTLE MORE EXPRESS ABOUT THAT AND

1 WE COULD MODIFY THE NOTICES TO SAY, WHEN YOU PROVIDE  
2 YOUR E-MAIL FOR PURPOSES OF FILING A CLAIM, WE WON'T USE  
3 THAT FOR PURPOSES OF MARKETING. AND THAT IS WAWA'S  
4 INTENTION ABSOLUTELY. WE WANT TO SEND THOSE OUT TO GET  
5 THE GIFT CARDS OUT. FRANKLY, WAWA DOES NOT DO LOT OF  
6 E-MAILING. IT IS NOT A BIG MARKETING TECHNIQUE FOR  
7 THEM. THEY DON'T HAVE E-MAIL ADDRESSES FOR VIRTUALLY  
8 ANY OF THEIR CUSTOMERS. MR. HAVILAND SAID, I HEARD  
9 MR. PARKS SAY WAWA HAS E-MAILS. ACTUALLY, I WAS TALKING  
10 ABOUT THE E-MAILS THAT WOULD BE GATHERED IN THE COURSE  
11 OF THIS CLAIMS PROCESS, THOSE E-MAILS. FOR WAWA, IT'S  
12 JUST NOT A WAY THAT WAWA DOES A LOT OF ADVERTISING IS BY  
13 E-MAIL. THEY DO --

14 THE COURT: NEVER SAY NEVER.

15 MR. PARKS: ABSOLUTELY. I AGREE.

16 I THINK THAT IS EVERYTHING I HAVE TO SAY  
17 ON THE DUAL CAPACITY POINT UNLESS YOU HAVE ANY  
18 QUESTIONS.

19 SO TURNING TO NOTICE, THE CRITICAL POINT  
20 THERE IS THAT WAWA DOES NOT COLLECT INFORMATION FROM  
21 PURCHASERS WHEN THEY MAKE A PURCHASE. THIS IS A  
22 CONVENIENCE STORE. WE WANT TO GET PEOPLE IN, OUT, GONE,  
23 DONE. YOU SWIPE YOUR CARD, YOU PAY YOUR CASH, THANK YOU  
24 VERY MUCH, GOOD-BYE. WAWA MEASURES THOSE THINGS IN  
25 SECONDS. IT'S NOT LIKE A DEPARTMENT STORE THAT WANTS

1 YOU TO GIVE YOUR NAME, ADDRESS, E-MAIL ADDRESS, PHONE  
2 NUMBER BEFORE THEY WILL SELL YOU A COAT SO THEY CAN  
3 LATER MARKET TO YOU. WAWA DOES NOT DO THAT. WE DON'T  
4 HAVE THAT INFORMATION SO WE DON'T KNOW WHO THE MEMBERS  
5 OF THIS CLASS ARE. AND WE DON'T --

6 THE COURT: BUT YOU DO KNOW WHO THE  
7 EMPLOYEES ARE OR WERE.

8 MR. PARKS: WE DO, BUT WE DON'T KNOW  
9 WHICH EMPLOYEES MADE PURCHASES USING A CREDIT OR DEBIT  
10 CARD DURING THE PERIOD OF THE INCIDENCE. SO FROM MARCH  
11 '19 TO DECEMBER '19 WE DON'T KNOW WHAT HAPPENED THERE.  
12 AND MR. -- THE EMPLOYEE TRACK PLAINTIFFS' SURREPLY BRIEF  
13 SAYS SURELY WAWA KNOWS WHO THOSE PEOPLE ARE. WE DON'T.  
14 THERE IS AN EMPLOYEE DISCOUNT, BUT THE WAY THAT WORKS AT  
15 THE POINT OF SALE IS IF IT'S AN EMPLOYEE STANDING THERE,  
16 THE CASHIER HITS THE BUTTON FOR EMPLOYEE DISCOUNT, IT  
17 GETS APPLIED. THERE'S NO NEED TO PUT IN THE EMPLOYEE'S  
18 NAME OR EMPLOYEE ID NUMBER OR ANYTHING ELSE. SO WE  
19 ACTUALLY HAVE NO IDEA WHAT EMPLOYEES MADE PURCHASES  
20 DURING THE CLASS PERIOD.

21 AND CONTRARY TO THE SUGGESTION, THERE IS  
22 NO POLICY THAT REQUIRES WHILE WAWA EMPLOYEES TO MAKE  
23 PURCHASES THERE OR REQUIRES THEM TO USE A CREDIT OR  
24 DEBIT CARD. THEY COULD USE CASH. THEY COULD USE ALL  
25 KINDS OF OTHER THINGS. AND THE SUGGESTION THAT THE WAWA

1       EMPLOYEE DOES NOT HAVE TIME TO GO SOMEPLACE ELSE, WAWAS  
2       TYPICALLY ARE NOT LOCATED IN PLACES WHERE THE NEXT PLACE  
3       IS 90 MILES AWAY. I'M SURE WE HAVE SEEN THEM. WAWAS  
4       ARE IN AND AROUND OTHER PLACES. SO IF EMPLOYEES WANTED  
5       TO GO SOMEPLACE ELSE, THEY ARE FREE TO DO THAT. WE DO  
6       BELIEVE THAT THERE ARE EMPLOYEES WHO DON'T MAKE  
7       PURCHASES.

8                       AND SO THE RESPONSE TO THE QUESTION OF  
9       BUT CAN'T YOU SEND NOTICE TO FORMER EMPLOYEES WHOSE MAIL  
10      ADDRESSES YOU HAVE IS -- THAT IS AN OVERINCLUSIVE GROUP.  
11      AND THE CASE LAW WE CITED IN THE CARLOUGH CASE IN  
12      PARTICULAR SAYS VERY CLEARLY IN THE BALANCE BETWEEN  
13      COMPROMISING RIGHTS IN MAKING RULE 23 WORKABLE, WE DON'T  
14      HAVE TO SEND NOTICE TO AN OVERINCLUSIVE GROUP JUST  
15      BECAUSE THERE ARE SOME CLASS MEMBERS IN THERE. THAT IS,  
16      YOU KNOW, JUST AS IT RELATES TO FORMER EMPLOYEES.

17                     AS TO CURRENT EMPLOYEES ON THE NOTICE  
18      POINT, THEY ARE GOING TO SEE THOSE NOTICES IN STORE  
19      EVERY DAY. THEY ARE GOING TO SEE THAT NOTICE. AND THEY  
20      ARE ALSO GOING TO GET INSTRUCTIONS ABOUT -- WHEN THE  
21      SIGNS COME OUT, WAWA IS GOING TO SAY, HEY, THE SIGNS ARE  
22      GOING TO GO UP, AND HERE IS HOW YOU DEAL WITH QUESTIONS  
23      FROM CUSTOMERS. THAT I THINK DOVETAILS NICELY WITH WHY  
24      IT IS WE CHOSE IN-STORE NOTICE IS BECAUSE THAT IS THE  
25      WAY WAWA COMMUNICATES WITH ITS CUSTOMERS IS THROUGH

1 STORES. THROUGH SIGNAGE IN THE STORES AND THROUGH  
2 PEOPLE IN THE STORES, THAT IS WAWA'S MAIN CONNECTION  
3 WITH CUSTOMERS. WAWA IS NOT AN ECOMMERCE BUSINESS.  
4 WAWA IS NOT KIND OF A BUSINESS THAT OPERATES ONLINE. IT  
5 OPERATES WITH THAT IN-STORE CONNECTION, AND THAT IS WHY  
6 WE THOUGHT THAT WAS THE BEST METHOD OF NOTICE.

7 AND IT REALLY DID -- WHEN WE PRESENTED  
8 THAT TO THE MEDIATOR AND TO THE PLAINTIFFS' LAWYERS AND  
9 SAID, LOOK, 64 MILLION PEOPLE A MONTH WALK THROUGH HERE,  
10 AND IN A FOUR-WEEK PERIOD 64 MILLION PEOPLE WILL WALK  
11 THROUGH, THAT REALLY RESOLVED THE NOTICE ISSUE. AND  
12 SAID, BOY, THAT IS WAY BETTER THAN ANY OTHER RETURN YOU  
13 ARE GOING TO GET ON ANY KIND OF ADVERTISING CAMPAIGN,  
14 MAILING, E-MAIL, NOTHING ELSE WE COULD DO.

15 THE COURT: DOESN'T THAT DEPEND ON WHERE  
16 IN ANY GIVEN STORE THE NOTICE IS?

17 MR. PARKS: CORRECT. BUT WE THOUGHT  
18 ABOUT THAT TOO.

19 THE COURT: THE NOTICE TECHNICALLY WOULD  
20 BE UP IF IT WAS UNDER THE COUNTER.

21 MR. PARKS: NO.

22 THE COURT: OR IN THE MEN'S ROOM OR  
23 SOMETHING, BUT THAT IS NOT GOOD.

24 MR. PARKS: NO. WE THOUGHT ABOUT THAT.  
25 AND THE SETTLEMENT SPECIFICALLY PROVIDES IT HAS TO BE BY

1 THE POINT OF SALE, BY THE PLACE WHERE THE CUSTOMER  
2 SWIPES OR DIPS THEIR CARD, AND ON THE FUEL PUMP RIGHT BY  
3 WHERE THE CUSTOMER USES THEIR CARD. SO IT'S ACTUALLY  
4 GOING TO BE MOST VISIBLE TO THE VERY PEOPLE WE ARE  
5 TRYING TO CAPTURE, WHICH IS CREDIT AND DEBIT CARD USERS  
6 BECAUSE WHEN THEY GO TO USE THEIR CREDIT AND DEBIT CARD,  
7 THEY ARE GOING TO SEE THE SIGN THERE BECAUSE THEY HAVE  
8 TO INTERACT --

9 THE COURT: THAT MEANS IT HAS TO BE ON  
10 EVERY PUMP.

11 MR. PARKS: IT WILL BE ON EVERY PUMP,  
12 YOUR HONOR, EVERY PUMP RIGHT NEXT TO THE PAYMENT CARD  
13 PIECE.

14 WHICH BRINGS ME TO MY -- THE QUESTION  
15 ABOUT THE APP, THE FACT THAT WAWA HAS THIS APP, AND IN  
16 THE SURREPLY BRIEF THE EMPLOYEE PLAINTIFFS SAY WELL, WE  
17 DON'T HEAR ANYTHING ABOUT THE APP, AND THERE IS VERY  
18 GOOD REASON FOR THAT. AND THAT IS, APP CUSTOMERS ARE  
19 ACTUALLY NOT CLASS MEMBERS. APP CUSTOMERS WERE NOT AT  
20 ALL AFFECTED BY THIS INCIDENT, BECAUSE THE WAY THE WAWA  
21 APP WORKS IS YOU TAKE YOUR GIFT CARD, YOU LOAD THAT GIFT  
22 CARD ON THE WAWA APP. YOU THEN GO PAY, AND THE PAYMENT  
23 GOES THROUGH THE APP. YOU DON'T PAY WITH A CREDIT CARD  
24 OR A DEBIT CARD ON THE WAWA APP. AND THE WAWA APP  
25 ARCHITECTURE ACTUALLY WAS NOT AT ALL AFFECTED BY THIS

1        PAYMENT CARD INCIDENT.    SO ANYBODY WHO USED THE WAWA APP  
2        TO MAKE PAYMENTS, THEY ARE NOT CLASS MEMBERS.

3                        THE COURT:    CAN SOMEBODY -- BUT THEY  
4        COULD --

5                        MR. PARKS:    POSSIBLY, BUT IT WOULD BE  
6        VERY CONFUSING.

7                        THE COURT:    LET'S ASSUME THAT JOE SMITH  
8        WAS A CLASS MEMBER, GOT A \$5 OR \$15 GIFT CARD.    COULD  
9        THAT GIFT -- COULD HE USE HIS GIFT CARD TO CREDIT  
10       DIRECTLY HIS WAWA APP ACCOUNT?

11                       MR. PARKS:    YES.    THAT IS EXACTLY HOW IT  
12       WORKS, YOUR HONOR.    BUT THAT INFORMATION WAS NOT  
13       COMPROMISED.    SO PUSHING OUT A NOTIFICATION --

14                       THE COURT:    I'M JUST ASKING IF YOU CAN  
15       USE IT AS A GIVE CARD.

16                       MR. PARKS:    YES.    ABSOLUTELY IT COULD BE  
17       USED THAT WAY.

18                       BUT PUSHING OUT NOTIFICATION OF THE  
19       SETTLEMENT TO THE APP WOULD BE NOTIFYING EXACTLY THE  
20       WRONG PEOPLE.    IT WOULD BE LIKE IN A CONSUMER PRODUCTS  
21       CASE IF WE HAD CONSUMERS WHO BOUGHT THE PRODUCT THAT WAS  
22       GOOD AND FINE, AND OTHERS WHO BOUGHT THE PRODUCT THAT  
23       HAS BEEN RECALLED, IF WE'D SENT NOTICE TO THE PEOPLE WHO  
24       BOUGHT THE GOOD PRODUCT.    THAT DOES NOT MAKE ANY SENSE.  
25       THAT IS WHY WE TRIED TO GET AT THE CUSTOMERS WHO USE

1 CREDIT AND DEBIT CARDS AT WAWA BY PUTTING THE SIGN RIGHT  
2 NEAR WHERE THEY HAVE TO INTERACT WITH. THE APP IS NOT A  
3 SENSIBLE WAY TO DO THAT. AND IN FACT, I THINK IT WOULD  
4 CREATE CONFUSION. PEOPLE GOT A NOTICE ON THEIR APP AND  
5 SAID OH, I MIGHT BE ENTITLED TO THE BENEFITS OF THE  
6 SETTLEMENT. THEY ARE THEN GOING TO FIND OUT NO, THEY  
7 ARE NOT, BECAUSE THEY JUST USED THEIR APP. THERE ARE A  
8 LOT OF WAWA CUSTOMERS LIKE THAT, WHO -- THAT IS WHAT  
9 THEY USE. THEY USE THEIR APP BECAUSE THEY LIKE THAT IT  
10 IS FASTER. SO THERE'S A LOT OF CUSTOMERS WHO JUST USE  
11 THE APP. IF THEY JUST USE THE APP FOR THE ENTIRE PERIOD  
12 OF THE DATA SECURITY INCIDENT, THEY ARE NOT CLASS  
13 MEMBERS AND SO THEY ARE NOT ENTITLED TO PARTICIPATE. SO  
14 PUSHING OUT A NOTICE THROUGH THAT CHANNEL WOULD BE  
15 INEFFECTIVE.

16 THE COURT: WHAT IS THE PROBLEM WITH  
17 TAKING OUT AN AD IN THE INQUIRER?

18 MR. PARKS: WE ARE GETTING BETTER  
19 COVERAGE THAN THAT THROUGH THE MEDIA NOTICE. THE AD IN  
20 THE INQUIRER WOULD BE LIKE ON PAGE 10. AND WHAT WE HAVE  
21 DISCOVERED WITH THIS CASE IN DECEMBER OF 2019 WHEN WE  
22 ISSUED A PRESS RELEASE SAYING THERE WAS A DATA SECURITY  
23 INCIDENT, THERE WERE LITERALLY HUNDREDS OF MILLIONS OF  
24 MEDIA IMPRESSIONS. IT WAS ON THE FRONT PAGE OF THE  
25 INQUIRER.



1 THE COURT: WHAT IS A MEDIA IMPRESSION?

2 MR. PARKS: IT'S EVERY TIME SOMEONE SEES  
3 A PARTICULAR ARTICLE. SO HUNDREDS OF MILLIONS OF TIMES  
4 SOMEONE SAW AN ARTICLE THAT SAID WAWA HAD A DATA  
5 SECURITY INCIDENT. IN THIS INSTANCE, WHEN ALL THAT  
6 HAPPENED WAS THE MOTION FOR PRELIMINARY APPROVAL WAS  
7 FILED WITH THIS COURT, AND IT WAS FILED OF PUBLIC  
8 RECORD, AND AN INTREPID LAW 360 OR LEGAL INTELLIGENCER  
9 REPORTER PICKED UP ON IT, THEY PUBLISHED IT. BUT THEN  
10 MAINSTREAM MEDIA PICKED IT UP TOO. WHEN MAINSTREAM  
11 MEDIA SAW THE LAW 360 ARTICLE, IT WAS IN THE INQUIRER,  
12 IT WAS ON 6 ABC. IT WAS ON EVERY SINGLE LOCAL NEWS  
13 CHANNEL, TELEVISION AND MEDIA. THAT IS BETTER THAN ANY  
14 PRESS WE COULD BUY. THAT IS BETTER THAN A HALF PAGE AD  
15 OR A QUARTER PAGE AD ON PAGE 8 OF THE INQUIRER.

16 THE COURT: EXCEPT THAT TO USE THE  
17 INQUIRER, THE INQUIRER SENDS -- INCLUDING IN THE  
18 ADVERTISEMENTS TO ITS CUSTOMER BASE, AN ELECTRONIC MEANS  
19 OF COMMUNICATING.

20 MR. PARKS: YES. AND WE WILL BE THERE  
21 TOO. THE PRESS RELEASE THAT WE ISSUE WILL BE PICKED UP  
22 BY, I THINK IT IS PHILLY.COM IS THE INQUIRER'S PUBLIC  
23 FACING VERSION. THAT ELECTRONIC VERSION WILL BE THERE.  
24 AND SO WE THOUGHT THE MEDIA NOTICE, PUTTING OUT A PRESS  
25 RELEASE, WAWA PUTTING OUT A PRESS RELEASE SAYING WE

1        SETTLED, AND THERE IS CASH AND GIFT CARDS AVAILABLE FOR  
2        PEOPLE, THAT IS GOING TO BE INTERESTING ENOUGH FOR THE  
3        PRESS TO PICK IT UP AND REPEAT IT AND BE BETTER THAN AN  
4        ARTICLE ON PAGE 10 OR IN THE LEGAL NOTICES, AND MORE  
5        COST EFFECTIVE BECAUSE OBVIOUSLY THAT DOES NOT COST US  
6        ANYTHING TO ISSUE THE PRESS RELEASE.

7                    AND IN THIS COMPROMISE NEGOTIATION, WE  
8        ARE ALWAYS BALANCING -- IF THE PLAINTIFFS HAD WANTED US  
9        TO DO MORE NOTICE, THAT WOULD HAVE BEEN LESS DOLLARS  
10       THAT WE COULD GIVE TO THE CLASS MEMBERS. AND SO WE HAD  
11       TO BALANCE THAT. AND SO WE FOUND THIS WAY OF GIVING  
12       NOTICE IN A WAY THAT IS HIGHLY EFFECTIVE, BUT YET ALSO  
13       EFFICIENT. AND IT MEETS THE GOAL OF RULE 23 OF GIVING  
14       NOTICE, BEST NOTICE PRACTICABLE AND DIRECT NOTICE WHERE  
15       WE CAN IDENTIFY CLASS MEMBERS. BUT HERE WE CAN'T  
16       IDENTIFY CLASS MEMBERS. SO WE DON'T HAVE TO PROVIDE  
17       DIRECT NOTICE. SUBSTITUTE NOTICE IS THE BEST THAT WE  
18       CAN DO, AND WE ARE GIVING SUBSTITUTE NOTICE THAT IS THE  
19       SAME NOTICE THAT WE GAVE WHEN THE INCIDENT FIRST  
20       UNFOLDED.

21                   THE COURT: DID YOU NOT GET SPECIFIC  
22        INFORMATION FROM THE CREDIT CARD COMPANIES WHERE THERE  
23        WERE ACTUALLY -- EITHER CREDITS HAD TO BE ISSUED OR  
24        CARDS CANCELED?

25                   MR. PARKS: NO. THE CARD COMPANIES DO

1 NOT GIVE THAT INFORMATION TO US. IN FACT, WE BEAT THE  
2 WALL FOR A WHILE AND IT TOOK A LOT TO GET THE RAW  
3 INFORMATION THAT ALLOWED US TO COME UP WITH THE 22  
4 MILLION CLASS MEMBERS NUMBER. THAT WAS ONLY AFTER  
5 MONTHS OF NEGOTIATING WITH THE CREDIT CARD COMPANIES.  
6 THEY WERE ABLE TO THROUGH OUR PROCESSOR TELL US ALL THEY  
7 HAD WAS -- ALL OUR PROCESSOR HAD WAS CARD NUMBERS. THEY  
8 WERE ABLE TO MOUNT UP A WHOLE BUNCH OF COMPUTERS AND  
9 SAY, OKAY, WE ARE GOING TO DE-DUPLICATE I THINK IT WAS  
10 BILLIONS OF TRANSACTIONS, AND WE CAN TELL YOU THERE WERE  
11 34 MILLION UNIQUE CARDS, CREDIT AND DEBIT CARDS, USED AT  
12 WAWA DURING THIS PERIOD. AND THEN WE USED SOME  
13 INDUSTRY-AVERAGE STATISTICS ABOUT THE NUMBER OF CARDS AN  
14 INDIVIDUAL PERSON WOULD USE AT WAWA TO COME UP WITH  
15 PEOPLE. LIKE, I'M A WAWA CUSTOMER, I USED THREE  
16 DIFFERENT CREDIT CARDS AT WAWA DURING THE PERIOD OF TIME  
17 OF THE INCIDENT. SO THE 34 MILLION NUMBER COUNTS ME  
18 THREE TIMES. SO WE HAD TO DE-DUPLICATE IT, AND USING  
19 SOME INDUSTRY-AVERAGE STATISTICS, WE CAME TO 22 MILLION.  
20 BUT IT TOOK A LOT OF WORK TO GET TO 22 MILLION. WE ARE  
21 NEVER GOING TO GET FROM 22 MILLION WITH ANY KIND OF  
22 REASONABLE OR FRANKLY EVEN UNREASONABLE EFFORT. WE ARE  
23 NEVER GOING TO GET TO -- BEHIND THE 22 MILLION TO  
24 IDENTIFY INDIVIDUALS BY NAME, ADDRESS, E-MAIL ADDRESS,  
25 ANY OF THAT KIND OF THING.

1 THE COURT: OKAY. ARE YOU READY TO TAKE  
2 A BREAK AND LET MS. HADGIS TAKE OVER?

3 MR. PARKS: I THINK I HAD TWO MORE  
4 POINTS. BUT I WILL SKIP ONE, AND I WILL JUST GO WITH  
5 THE ANSWER TO YOUR HONOR'S QUESTION ABOUT HOW DO WE KNOW  
6 THAT WAWA HAS SUCH LOYAL CUSTOMERS? AND THAT IS, WAWA  
7 DOES SURVEYS OF ITS CUSTOMERS AND HIRES CONSULTANTS, AND  
8 WE SHARED THIS INFORMATION WITH THE PLAINTIFFS' LAWYERS  
9 THAT SHOWED THE AVERAGE WAWA CUSTOMER GOES TO WAWA 8 TO  
10 10 TIMES A MONTH. AMONG THE BRANDS IN THIS FIELD, WHICH  
11 ARE CONVENIENCE STORES, GAS STATIONS, AND FOOD ON THE  
12 GO, WHICH INCLUDES ALL OF YOUR FAST FOOD, PLUS PANERA  
13 AND EVERYTHING ELSE, WAWA, IN THE STATES IN WHICH IT  
14 OPERATES IN BRAND SURVEYS, HAS THE HIGHEST CUSTOMER  
15 LOYALTY AMONG ALL OF THOSE COMPANIES. AND THERE ARE  
16 SEVERAL BRAND SURVEYS THAT WE SHARED WITH THE  
17 PLAINTIFFS' LAWYERS THAT SHOWED THAT.

18 AND THEN THE STATISTICS THAT WE HAVE  
19 BEFORE THE COURT SHOW THAT, IN THAT WE SHOWED THAT THERE  
20 ARE 22 MILLION CLASS MEMBERS HERE, BUT IN JUST JANUARY  
21 OF 2021 ALONE, EVEN WITH THE PANDEMIC IN EFFECT, THERE  
22 WERE 64 MILLION VISITS TO WAWA. THAT TELLS YOU THAT  
23 OVER A NINE-MONTH PERIOD THERE WOULD BE 570 MILLION  
24 VISITS TO WAWA. OBVIOUSLY, THAT IS MORE PEOPLE THAN  
25 THERE ARE IN THE COUNTRY, LET ALONE IN THE SIX STATES IN

1 WHICH WAWA OPERATES. SO THAT TELLS YOU, IF YOU DO THE  
2 MATH, THAT WORKS OUT TO -- I DID THE MATH -- 9.3 VISITS  
3 PER CUSTOMER TO WAWA STORES. SO THAT WORKS. AND I WILL  
4 TELL YOU THAT ALSO RESONATED WITH THE PLAINTIFFS'  
5 LAWYERS IN THE MEDIATION, BECAUSE EVERY SINGLE ONE OF  
6 THEIR NAMED PLAINTIFFS WENT TO WAWA FREQUENTLY, WEEKLY,  
7 MONTHLY. I THINK THEY HAD ONE GUY WHO LITERALLY HAS  
8 BEEN AT WAWA ONCE A WEEK SINCE 2009. AND THAT CONTINUED  
9 EVEN AFTER THE INCIDENT, THAT EVEN AFTER THE INCIDENT  
10 OCCURRED, WAWA STILL CONTINUED TO ENJOY THAT KIND OF  
11 LOYALTY. WAWA SALES DID NOT DIP AFTER THE INCIDENT.  
12 CUSTOMER ACCOUNTS DID NOT DIP AFTER THE INCIDENT. WAWA  
13 CONTINUED TO ENJOY THAT LOYALTY. AND SO THAT RESONATED  
14 WITH THE PLAINTIFFS' LAWYERS WHEN WE SAID LOOK, THIS IS  
15 WHY GIFT CARDS IS A REALLY GOOD WAY TO DO THIS, BECAUSE  
16 OF THIS LOYALTY, AND THEY SAID THEY AGREED.

17 SO I'M HAPPY TO ANSWER ANY OTHER  
18 QUESTIONS OR OTHERWISE I WILL TURN IT OVER TO MS.  
19 HADGIS.

20 THE COURT: THANK YOU VERY MUCH.

21 MR. PARKS: THANKS, YOUR HONOR.

22 MS. HADGIS: THANK YOU, YOUR HONOR,  
23 KRISTIN HADGIS FOR WAWA. AND I'M GOING TO JUST BE  
24 DISCUSSING THE GIFT CARD ASPECT OF THE SETTLEMENT AND  
25 WHY THEY ARE DIFFERENT THAN COUPONS UNDER CAFA.

1                   SO I'M JUST GOING TO DESCRIBE BRIEFLY. I  
2                   KNOW YOU'VE HEARD SOME OF THIS ALREADY, BUT JUST SOME OF  
3                   THE ASPECTS ABOUT THE GIFT CARDS THAT REALLY MAKE THEM  
4                   MORE AKIN TO CASH. THEY DO PROVIDE A REAL BENEFIT TO  
5                   CLASS MEMBERS, WHICH ARE RELEVANT TO THE ANALYSIS AND  
6                   THE CONCLUSION THAT THEY ARE NOT COUPONS.

7                   THE COURT: IF THEY ARE FUNGIBLE TO CASH,  
8                   THEN WHY NOT CASH?

9                   MS. HADGIS: WELL, THE REASON IS THAT FOR  
10                  WAWA IT'S MORE OF AN ISSUE OF PROFIT MARGINS. SO  
11                  WAWA -- AN ITEM THAT WAWA SELLS FOR \$5 DOES NOT COST  
12                  WAWA \$5. BUT A CONSUMER CAN WALK INTO WAWA, AND A \$5  
13                  GIFT CARD IS REAL VALUE TO THEM AND THEY COULD USE THAT  
14                  TO PURCHASE THAT PRODUCT. IF WAWA HAD INSTEAD OFFERED  
15                  CONSUMERS CASH, IT MAY NOT HAVE BEEN ABLE TO OFFER THE 5  
16                  AND \$15 AMOUNTS. THIS WAS JUST REALLY A GREAT SOLUTION  
17                  FOR BOTH SIDES, BECAUSE IT GIVES MORE DOLLARS BUT IN THE  
18                  FORM OF A GIFT CARD TO THE CONSUMERS.

19                  THE COURT: THE MOTIVATION TO THE PAYOR  
20                  IN THIS INSTANCE, WAWA, TRANSLATES TO MORE TO THE  
21                  RECIPIENT OR THE PAYEE BECAUSE IT COSTS WAWA LESS TO  
22                  OFFER MORE.

23                  MS. HADGIS: THAT'S RIGHT. THAT'S RIGHT.  
24                  YES. THAT IS ACTUALLY IN ONE OF THE CASES WE CITED IN  
25                  OUR BRIEF, REIBSTEIN VERSUS RITE AID BEFORE JUDGE

1       ROBRENO, THAT WAS ACTUALLY A FACTOR IN HIS ANALYSIS  
2       ABOUT THE GIFT CARDS, THAT THEIR \$20 RITE AID GIFT CARD  
3       WAS OFFERED TO CONSUMERS AND HE ACKNOWLEDGED THAT RITE  
4       AID MAY NOT HAVE BEEN ABLE TO OFFER \$20 IN CASH, BUT THE  
5       \$20 GIFT CARD WAS OF REAL VALUE THAT CONSUMERS COULD USE  
6       ON EVERYDAY ITEMS.   HERE WAWA SELLS EVERYDAY ITEMS FOR  
7       CONSUMERS, LIKE MILK AND EGGS AND COFFEE AND FOOD, AND A  
8       \$5 GIFT CARD REALLY GIVES THAT CONSUMER VALUE TO BE ABLE  
9       TO PURCHASE THAT ITEM.

10               IN ADDITION, WITH THE 5 AND \$15 GIFT  
11       CARDS, CLASS MEMBERS DO NOT NEED TO SPEND ANY MONEY TO  
12       REDEEM THE FULL VALUE OF THE GIFT CARD.   SO YOU'VE HEARD  
13       THAT MORE THAN 3,000 PRODUCTS AT WAWA COST LESS THAN \$5.  
14       THAT WAS ACTUALLY INFORMATION THAT IN ADVANCE OF THE  
15       MEDIATION WAWA TOLD AND PROVIDED THAT INFORMATION TO THE  
16       CONSUMER PLAINTIFFS.   SO THIS IS NOT JUST US SAYING  
17       HERE, OH, THERE IS ALL THESE AMOUNTS TO JUSTIFY THE  
18       AMOUNTS OF THESE GIFT CARDS.   THAT ACTUALLY WENT INTO  
19       THE NEGOTIATION PROCESS.

20               UNLIKE THE COUPON, CLASS MEMBERS HERE DO  
21       NOT NEED TO SPEND ANY MONEY TO REDEEM THE FULL VALUE OF  
22       THEIR GIFT CARD, BECAUSE THERE ARE SO MANY ITEMS THAT  
23       ARE AT 5 OR \$15 OR LESS.

24               AND AS YOU HEARD WAWA HAS A VERY LOYAL  
25       CUSTOMER BASE AND WE HAVE RECORDS THAT SHOW THAT GIFT

1 CARDS REALLY DO GET USED.

2 THE COURT: WOULD IT BE FAIR TO SAY AND  
3 WOULD IT BE SOMETHING THAT YOU WOULD BE ARGUING THAT  
4 IT'S LESS EXPENSIVE TO DISTRIBUTE GIFT CARDS,  
5 PARTICULARLY IN THIS FASHION, AND THEREFORE WAWA COULD  
6 OFFER MORE IN SETTLEMENT, INSTEAD OF EFFECTING A  
7 DISTRIBUTION OF CASH, IN WHICH CASE THE CASH WOULD HAVE  
8 HAD TO HAVE BEEN LESS.

9 MS. HADGIS: YES, THAT IS ABSOLUTELY  
10 RIGHT.

11 THE COURT: GOOD ARGUMENT.

12 MS. HADGIS: IN THE CONTEXT OF CLASS  
13 SETTLEMENTS, THE LAW DOES TREAT GIFT CARDS DIFFERENTLY  
14 THAN COUPONS. SO GIFT CARD SETTLEMENTS ARE NOT  
15 TYPICALLY SUBJECT TO THE COUPON REQUIREMENTS OF CAFA.  
16 THE TERM COUPON IN AND OF ITSELF IS NOT DEFINED IN CAFA,  
17 BUT COURTS INCLUDING IN THE EASTERN DISTRICT OF  
18 PENNSYLVANIA HAVE UNDERSTOOD A COUPON TO BE A DISCOUNT  
19 TOWARDS THE FUTURE PURCHASE OF A PRODUCT OR A SERVICE,  
20 SO \$10 OFF OF \$25 OR 20 PERCENT OFF YOUR PURCHASE.

21 THIS IS A VERY DIFFERENT THING THAN THE  
22 GIFT CARDS BEING OFFERED HERE, WHERE AS I MENTIONED,  
23 CLASS MEMBERS DO NOT NEED TO PURCHASE ANYTHING OR SPEND  
24 ANY MONEY OUT OF THEIR OWN POCKET IN ORDER TO OBTAIN A  
25 BENEFIT.



1 AS NOTED IN OUR REPLY BRIEF, THERE HAVE  
2 BEEN MULTIPLE --

3 THE COURT: THE EXPECTATION IS THEY ARE  
4 GOING TO SPEND MORE THAN JUST WHATEVER THE FACE AMOUNT  
5 OF THE GIFT CARD.

6 MS. HADGIS: I DON'T THINK THAT IS TRUE  
7 IN WAWA'S CASE, I MEAN, AT A CONVENIENCE STORE WHERE SO  
8 MANY ITEMS ARE SOLD AT LOW PRICE THAT YOU REALLY COULD  
9 GO IN -- IF YOU ARE GOING IN FOR A CUP OF COFFEE, YOU  
10 DON'T NEED TO SPEND MORE THAN YOUR \$5.

11 THERE HAVE BEEN MULTIPLE COURTS THAT HAVE  
12 REJECTED THE ARGUMENT THE EMPLOYEE TRACK PLAINTIFFS HAVE  
13 MADE THAT GIFT CARDS ARE COUPONS. SO THESE CASES, WHICH  
14 INCLUDE THE RITE AID CASE I MENTIONED, JOHNSON VERSUS  
15 ASHLEY FURNITURE, AND IN RE: BPA CLASS GIFT CARD  
16 LIABILITY LITIGATION ALL FOUND THAT GIFT CARDS OR  
17 VOUCHERS THAT WERE REDEEMABLE AT THE DEFENDANT'S  
18 BUSINESS WERE NOT COUPONS WITHIN THE MEANING OF CAFA  
19 BECAUSE THEY HAD THE FOLLOWING FEATURES, WHICH ARE ALL  
20 PRESENT HERE AS WELL. THEY COULD BE USED FOR THOUSANDS  
21 OF PRODUCTS AND THEREFORE CLASS MEMBERS HAD CHOICES AS  
22 TO WHAT THEY COULD PURCHASE. CLASS MEMBERS DO NOT HAVE  
23 TO SPEND ANY OF THEIR OWN MONEY IN ORDER TO REALIZE THE  
24 BENEFITS OF THE SETTLEMENT. SO AS STATED DIFFERENTLY,  
25 CLASS MEMBERS DON'T HAVE TO PAY TO ENJOY THE BENEFITS OF

1 SETTLEMENT. CLASS MEMBERS ARE ENTITLED TO THE FULL  
2 VALUE OF THE GIFT CARD. SO IF YOU SPEND A DOLLAR 50 ON  
3 COFFEE, YOU HAVE \$3.50 REMAINING TO USE WITHIN THE  
4 ONE-YEAR PERIOD OR WHATEVER IS LEFT OF THE PERIOD.

5 SO THERE HAVE BEEN OTHER INSTANCES WHERE  
6 COURTS HAVE EXPRESSED CONCERNS WHERE IT IS A ONE-TIME  
7 USE, AND YOU FORFEIT ANY BALANCE, WHICH WOULD NOT BE  
8 PRESENT HERE.

9 FINALLY, THEY ARE FREELY TRANSFERABLE  
10 WHICH MAKES THEM MORE LIKE CASH THAN A COUPON.

11 I JUST WANTED TO TOUCH ON A COUPLE OF THE  
12 CASES CITED, THE EMPLOYEE TRACK OPPOSITION WHERE COURTS  
13 HAVE EXPRESSED --

14 THE COURT: WHY NOT ALLOW THE RECIPIENT  
15 OF A GIFT CARD TO COME IN AND SAY, ALL RIGHT, I'M  
16 GETTING MY CUP OF COFFEE. GIVE ME THE 3:50 THAT REMAINS  
17 ON THE BALANCE OF THE CARD IN CHANGE. THERE IS A \$5  
18 BILL AND MY CHANGE IS 3.50. WHY NOT LET IT WORK THAT  
19 WAY?

20 MS. HADGIS: THAT IS ACTUALLY SOMETHING  
21 THAT'S SUBJECT TO STATE LAWS. THERE ARE SOME STATES OUT  
22 THERE THAT SAY IF YOU HAVE A GIFT CARD WITH A CERTAIN  
23 BALANCE ON IT, OR LESS THAN A CERTAIN BALANCE, THAT YOU  
24 ARE OBLIGATED TO PROVIDE CASH. BUT THAT IS NOT  
25 SOMETHING THAT, YOU KNOW, WE ARE NECESSARILY LEGALLY

1       REQUIRED TO DO HERE.

2                       THE COURT:    BUT IT COULD BE DONE?

3                       MS. HADGIS:   I GUESS IT COULD BE DONE,  
4       BUT THAT SORT OF KIND OF CUTS AGAINST THE WHOLE NOTION  
5       THAT THE GIFT CARDS ARE A WAY TO PROVIDE MORE VALUE TO  
6       WAWA CONSUMERS VIS-A-VIS --

7                       THE COURT:    I GUESS IT DEPENDS ON WHAT  
8       \$3.50 MEANS TO YOU.

9                       MS. HADGIS:   THE CASES IN THE EMPLOYEE  
10      TRACK OPPOSITION, THERE ARE TWO IN PARTICULAR, THE  
11      ROUGVIE VERSUS CNR RETAIL GROUP CASE BEFORE JUDGE  
12      KEARNEY.   THAT CASE IS DISTINGUISHABLE HERE.   IT DID NOT  
13      INVOLVE GIFT CARDS, BUT RATHER DISCOUNT VOUCHERS.   SO  
14      THEY PROVIDED FOR \$10 OFF A \$25 PURCHASE AT JUSTICE  
15      RETAIL STORES.   JUDGE KEARNEY ACTUALLY SAID THIS VOUCHER  
16      IS NOT A GIFT CARD.   THOSE VOUCHERS WERE  
17      NONTRANSFERABLE, AND COULD NOT BE GIVEN OR SOLD TO  
18      ANYBODY ELSE, WHEREAS HERE THE WAWA GIFT CARDS ARE  
19      FREELY TRANSFERABLE AND CAN BE USED MULTIPLE TIMES.   AND  
20      THEN THERE WAS INFORMATION PROVIDED TO THE COURT THAT  
21      ONLY 2 TO 4 PERCENT OF THE CLASS THAT ACTUALLY REDEEMED  
22      THE VOUCHERS, WHEREAS HERE WE HAVE INFORMATION THAT WAWA  
23      CONSUMERS ACTUALLY USED THEIR GIFT CARDS.   97 PERCENT OF  
24      THE VALUE OF THOSE CARDS ARE TYPICALLY USED.   SO THESE  
25      CHARACTERISTICS MAKE THE VOUCHERS IN THE ROUGVIE CASE

1       VERY DIFFERENT THAN THE GIFT CARDS HERE.

2                       THE EMPLOYEE TRACK PLAINTIFFS ALSO  
3       FOCUSED ON IN RE: GENERAL MOTORS FROM THE 3RD CIRCUIT  
4       FROM 1995, WHICH IS ALSO VERY DISTINGUISHABLE. THE  
5       CLASS MEMBERS THERE WERE OFFERED A \$1,000 CERTIFICATE  
6       TOWARDS THE PURCHASE OF A TRUCK. AND THE COURT TOOK  
7       ISSUE WITH THE FAIRNESS OF THE CERTIFICATE BECAUSE THE  
8       AMOUNT OF MONEY A CONSUMER WOULD HAVE TO SPEND TO GET A  
9       TRUCK, WHICH -- THERE WAS SOME INFORMATION IN THE  
10      DECISION THAT IT COULD BE 20,000 TO 33,000 IN ORDER TO  
11      ACTUALLY REALIZE THE BENEFIT. AND THERE WAS ALSO A  
12      FREQUENCY WITH WHICH PEOPLE WOULD ACTUALLY BUY A NEW  
13      TRUCK. SO HERE IT'S JUST VERY VERY DIFFERENT. UNLIKE A  
14      NEW TRUCK, YOU CAN GO TO WAWA AND BUY EGGS AND COFFEE  
15      AND MILK AND LUNCH SO....

16                    THE COURT: IT IS MORE OF A COMMODITY.

17                    MS. HADGIS: EXACTLY.

18                    FOR THOSE REASONS THOSE DECISIONS WOULD  
19      NOT COMPEL A DIFFERENT RESULT HERE.

20                    OF COURSE, IT'S WAWA'S POSITION THAT THE  
21      GIFT CARDS ARE NOT COUPONS. BUT EVEN IF IT DID INVOLVE  
22      COUPONS, IT DOES NOT MEAN THAT PRELIMINARY APPROVAL CAN  
23      NOT BE GRANTED. CAFA RESTRICTS THE WAY IN WHICH  
24      ATTORNEYS' FEES ARE AWARDED IN CONNECTION WITH COUPON  
25      SETTLEMENTS, AND IT DOES NOT AFFECT WHETHER THE

1 SETTLEMENTS THEMSELVES ARE FAIR, REASONABLE AND  
2 ADEQUATE.

3 SO THE ISSUE OF ATTORNEYS' FEES IS NOT  
4 CURRENTLY BEFORE THE COURT. SO THE FACT THAT WHETHER  
5 THIS IS A COUPON SETTLEMENT, WHICH WE DON'T THINK IT IS,  
6 WOULD NOT COMPEL A RESULT THAT PRELIMINARY APPROVAL CAN  
7 NOT BE GRANTED.

8 AND I WILL JUST CIRCLE BACK TO WHERE WE  
9 STARTED, WAS JUST THAT THESE GIFT CARDS HERE ARE JUST A  
10 REALLY NICE WAY TO PROVIDE VALUE TO THE CLASS WITH LESS  
11 EXPENSE TO WAWA. AS I MENTIONED, IT DOES NOT COST WAWA  
12 THE DOLLARS FOR THE MERCHANDISE OR THE COMMODITIES THAT  
13 THE CONSUMERS WOULD BE BUYING. SO IT'S REALLY A NICE  
14 WAY AND A NICE SOLUTION TO PROVIDE MORE VALUE TO THE  
15 CLASS, AND THAT WAWA LIKELY WOULD NOT HAVE BEEN ABLE TO  
16 PROVIDE THE SAME AMOUNTS HAD IT GONE WITH A CASH OR  
17 CHECK SETTLEMENT.

18 THE COURT: NICELY DONE.

19 MS. HADGIS: THANK YOU, YOUR HONOR.

20 THE COURT: TWO MINUTES.

21 MR. HAVILAND: JUST TWO POINTS.

22 THE COURT: TWO MINUTES PER POINT.

23 MR. HAVILAND: THANK YOU.

24 THE COURT: COME ON UP, MR. HAVILAND.

25 MR. HAVILAND: ONCE AGAIN, YOUR HONOR,

1 DON HAVILAND, HAVILAND HUGHES FOR THE EMPLOYEE TRACK  
2 PLAINTIFFS.

3 TWO QUICK POINTS AND ONE BIG ASK.

4 POINT NUMBER ONE. DITTMAN DOES  
5 DISTINGUISH THE EMPLOYEE TRACK PLAINTIFFS, AND THAT IS  
6 THE REASON WHY I THINK THE COURT'S DESCRIPTION OF DUAL  
7 CAPACITIES IS A GOOD ONE. YOU REALLY JUST TALKED TO THE  
8 SITUATION OF THE EMPLOYEES. AND I HAVE TO GO TO JUDGE  
9 BECKER IN HIS DECISION IN THE GEORGINE CASE THAT WENT TO  
10 THE SUPREME COURT IN AMCHEM, AND THE COURT SAID AT 521  
11 US 591 AT 627: THE SETTLING PARTIES IN SUM ACHIEVED A  
12 GLOBAL COMPROMISE WITH NO STRUCTURAL ASSURANCE OF FAIR  
13 AND ADEQUATE REPRESENTATION FOR THE DIVERSE GROUPS AND  
14 INDIVIDUALS AFFECTED. YOU KNOW, IT'S NOT A QUESTION OF  
15 DEGREE. IT'S A QUESTION OF DIVERSITY. AND THEN THE  
16 COURT CONCLUDES AND SAYS THAT THE THIRD CIRCUIT FOUND NO  
17 SUCH ASSURANCES HERE, BOTH IN TERMS OF THE SETTLEMENT  
18 AND THE STRUCTURE IN TERMS OF THE DIFFERENT GROUPS OF  
19 PEOPLE, AND SAID THAT THE COURT'S CONCLUSION WAS RIGHT  
20 ON THE MARK.

21 OF COURSE, THAT CASE INVOLVED FUTURE  
22 CLAIMANTS, BUT IT REALLY DID GIVE COURTS A GUIDEPOST AS  
23 TO HOW TO DEAL WITH THE EFFORT TO SETTLE DIVERSE  
24 INTERESTS. AND WE HAVE NOT GOTTEN TO THE DETERMINATION  
25 ON DITTMAN IN TERMS OF THE EMPLOYEES' RIGHTS, BUT WE

1 STRONGLY BELIEVE THAT IT SPEAKS RIGHT TO THE EMPLOYEES'  
2 SITUATION.

3 THE COURT: HERE, AS I UNDERSTAND  
4 MR. PARKS' COMMENTS, IT COULD WELL BE THAT AS AFTER YOU  
5 LITIGATE THE QUESTION, THE TECHNOLOGY QUESTION, IT COULD  
6 BE THAT AN EMPLOYEE -- THERE IS NO LIABILITY AS TO THE  
7 EMPLOYEE QUA EMPLOYEE FOR HIS OR HER OR THEIR STATUS AS  
8 AN EMPLOYEE, AND YET THE CONSUMER SIDE OF THAT  
9 EMPLOYEE'S CLAIM WOULD STILL THEN HAVE TO BE OUT THERE.

10 MR. HAVILAND: YES. I AGREE WITH THAT  
11 AND TALKING ABOUT THE ESOTERIC ISSUE OF MR. PARKS, OUR  
12 CONCERN WAS THAT ADVOCACY, THAT STRUCTURAL ASSURANCE WAS  
13 NOT AT THE TABLE ON THE EMPLOYEE QUA CONSUMER SIDE OF  
14 IT, IN ORDER TO ADVOCATE THAT WE APPRECIATE THAT WAWA  
15 LIKES ITS CUSTOMERS AND WILL ASSUME A DUTY IN  
16 NEGLIGENCE, WILL NOT ARGUE THE ECONOMIC LOSS RULE. WE  
17 DON'T NEED YOUR MOTHER MAY I. WE HAVE YOU BECAUSE THE  
18 SUPREME COURT SAID WE ARE DIFFERENT. THAT IS JUST A  
19 DIFFERENT NEGOTIATION IN TERMS OF -- AND WE REALLY THINK  
20 THAT THE EMPLOYEES NEED TO BE TREATED BETTER. WHAT THAT  
21 MEANS DID NOT HAPPEN. AND THAT IS THE REASON FOR OUR  
22 OBJECTION TO THE SETTLEMENT INCLUDING THE EMPLOYEES AS  
23 PART OF THE CONSUMER CLASS.

24 THE COURT: YES, BUT THEY DON'T  
25 NECESSARILY GET TO BE TREATED BETTER WHEN THEY ARE

1 WEARING THEIR CONSUMER HAT.

2 MR. HAVILAND: WELL, THEY'RE TREATED  
3 DIFFERENTLY. AND YOU CAN'T DECIDE THE OUTCOME UNTIL YOU  
4 HAVE GONE THROUGH THE PROCESS TO GET THERE. AND THAT IS  
5 REALLY THE ISSUE THAT WE HAVE WITH THE END RESULT OF THE  
6 5 BUCKS IS 5 BUCKS. AND SOME OF THE ISSUES YOUR HONOR  
7 HAS GOTTEN TO, AND I KNOW I'M GOING WELL OVER TWO  
8 MINUTES, BUT THE EMPLOYEES ARE THERE. AND SO HERE IS A  
9 GOOD EXAMPLE FOR THE CURRENT EMPLOYEE. THEY ARE JUST  
10 GOING TO PUT IT IN THE SYSTEM AND TAKE 5 BUCKS OUT OF  
11 THE REGISTER, AND THAT BEGS THE QUESTION. YOU HAVE  
12 50,000 PEOPLE THAT ARE CASHING THAT MONEY. RIGHT AWAY  
13 THAT IS HITTING THE BOTTOM LINE, RIGHT? SO THERE IS  
14 PROBABLY AN ISSUE THERE.

15 I DON'T SEE WHERE THAT CAME UP, BUT I  
16 CERTAINLY WOULD HAVE SAID, ALL RIGHT, WELL, YOU ARE JUST  
17 GOING TO GIVE THE MONEY TO THE EMPLOYEES, AND IT'S A  
18 DIRECT BENEFIT. AND THEY ARE CERTAINLY GOING TO USE IT  
19 BECAUSE THEY ARE ON THE JOB, BUT THAT IS GOING TO  
20 ENGENDER A DISCUSSION ABOUT CLAIMS' RATES, AND I KNOW WE  
21 SKIPPED OVER THAT.

22 BUT I DON'T SEE WHERE THAT HAPPENED,  
23 JUDGE, AND THAT IS THE BIGGEST CONCERN IS THAT BECAUSE  
24 THEY ARE A DIVERSE GROUP, BECAUSE THEY ARE DISTINCT,  
25 THEY HAVE A DIFFERENT ARGUMENT, WE SAY QUALITATIVELY



1 BETTER, IT WOULD HAVE LED TO A DIFFERENT DISCUSSION AND  
2 MAYBE A SIMILAR OUTCOME, BUT I CAN'T SAY THAT AT THIS  
3 POINT.

4 SECOND POINT, AND I APPRECIATE THE  
5 INDULGENCE, ON THE NOTICE PLAN. I JUST WANT TO MAKE THE  
6 POINT THAT I THINK THE RECORD IS VERY CLEAR NOW, THERE  
7 ARE 11,000 MCGLADE-LIKE FORMER EMPLOYEES. I THINK  
8 DIRECT MAIL COST SOMETHING IN THE ORDER OF TO 2 TO 250.  
9 YOU ARE TALKING ABOUT \$25,000. THEY SAY IT'S  
10 OVER-NOTICING PEOPLE. I DON'T SEE IT THAT WAY. THE  
11 WHOLE CLASS IS OVER-NOTICED IN TERMS OF THE PLACARD AND  
12 THE EXPERIENCE BECAUSE THEY DON'T KNOW FROM THE  
13 CONSUMER'S PERSPECTIVE WHO IS IN THE CLASS. YOU HAVE A  
14 FINITE GROUP OF PEOPLE --

15 THE COURT: YES. BUT THE PLACARD, AT  
16 HOWEVER MANY STORES THERE ARE, IS A FINITE COST. AN  
17 ECONOMIST WILL USE FANCY TERMS BUT THE PUR-VIEWING COSTS  
18 OF A PLACARD THAT IS AT THE CASH REGISTER IS  
19 INFINITESIMAL, AS OPPOSED TO SLAPPING A STAMP ON AN  
20 ENVELOPE.

21 MR. HAVILAND: THE REAL CONCERN IS FORMER  
22 EMPLOYEES SOME OF WHOM DON'T REALLY LIKE WAWA ANYMORE.  
23 WE HAVE SOME CLIENTS THAT ARE ROYAL FARMS AND OTHER  
24 PLACES. AND EXPECTING THEM TO GO INTO WAWA IN FOUR  
25 WEEKS IS A BIG STRETCH. WHEREAS, YOU'VE GOT THEIR

1 ADDRESS AND YOU CAN SEND THEM A NOTICE AND SAY, BY THE  
2 WAY, I KNOW YOU WERE THERE THEN, AND SINCE YOU WERE AN  
3 EMPLOYEE THEN, IT IS HIGHLY LIKELY YOU USED YOUR CREDIT  
4 CARD BECAUSE YOU WERE BEHIND THE DESK. SO TO SAY THAT  
5 IT IS OVER-NOTICING, I DON'T KNOW HOW --

6 THE COURT: MAYBE THESE FOLKS ARE READING  
7 THE LEGAL INTELLIGENCER?

8 MR. HAVILAND: JUDGE, I CAN FREELY ADMIT  
9 I DON'T READ IT AS OFTEN AS I PROBABLY SHOULD, BUT IT  
10 DOES COME TO OUR OFFICE.

11 I WILL READ THIS PORTION OF MULLANE, AND  
12 THEN I WILL SIT DOWN: WHERE THE NAMES AND ADDRESSES OF  
13 THOSE AFFECTED BY A PROCEEDING -- THIS IS THE PROCEEDING  
14 -- ARE AT HAND, THE REASONS DISAPPEAR FOR RESORT TO  
15 MEANS LESS LIKELY THAN THE MAILS TO APPRISE THEM OF THE  
16 PENDENCY. AND THAT IS REALLY -- I UNDERSTAND WE HAVE  
17 GONE A LONG WAY IN TERMS OF TECHNOLOGY. I HAVE NOT SEEN  
18 A CASE WHERE A COURT HAS SAID, YOU CAN JUST DO A PRESS  
19 RELEASE AND THAT IS GOING TO SUFFICE UNDER DUE PROCESS.  
20 MULLANE STILL EXISTS AS THE LAW OF THE LAND IN TERMS OF,  
21 YOU HAVE TO GO THROUGH THIS DECISION TREE. IF YOU GOT  
22 THE MAILS, YOU USE THE MAILS. IF YOU HAVE GOT  
23 PUBLICATION, YOU USE THE PUBLICATION. THAT IS WHAT  
24 THESE EXPERTS GET PAID FOR.

25 THE COURT: BUT THE LAW SAYS, YOU DON'T

1 HAVE TO DO SOMETHING THAT HAS NO POINT.

2 MR. HAVILAND: TRUE THAT, YOUR HONOR.

3 BUT YOU DO HAVE TO GO THROUGH THE DECISION TREE, AND I'M  
4 ONLY HERE ON BEHALF OF THAT GROUP OF PEOPLE. AND  
5 BECAUSE YOU'VE GOT NAMES AND ADDRESSES AND REALLY  
6 ACUTELY AS TO THE 11,000 PEOPLE WHERE IT IS UNLIKELY  
7 THEY ARE GOING BACK TO THE STORE, THERE'S GOOD REASONS  
8 WHY THEY WOULD NOT GO BACK, THEY WOULD NOT BE LOYAL, MY  
9 CLIENT WAS TERMINATED. I WAS HOPING MS. MCGLADE WOULD  
10 COME TODAY, BUT SHE HAS A DOUBLE SHIFT. SHE WOULD HAVE  
11 TOLD YOU, SHE IS NOT GOING BACK TO WAWA.

12 AND THE POINT BEING, SEND THEM THE MAIL,  
13 JUST TELL THEM. IF YOU ARE GOING TAKE AWAY THEIR RIGHTS  
14 AND SAY, HERE IS 5 BUCKS, AT LEAST LET THEM KNOW AND LET  
15 THEM PARTICIPATE. THAT IS ALL I ASK.

16 THANK YOU, YOUR HONOR.

17 THE COURT: THANK YOU ALL VERY MUCH.

18 HAVE A GOOD DAY.

19 JUST THOSE OF YOU WHO MIGHT BE  
20 INTERESTED, YOU CAN EXPECT SOON, AND SOON IN MY WORLD IS  
21 A WEEK AGO, SOME RULINGS ON THE PENDING MOTIONS IN THE  
22 FINANCIAL INSTITUTIONS' TRACK, ET CETERA. NO SPECIFIC  
23 PROMISES, BUT I THOUGHT I WOULD LET YOU KNOW WHAT'S ON  
24 MY DESK.

25 ON THIS POINT, I WON'T BE HOLDING IT A

1       WHOLE LONG TIME, BUT I DO WANT TO EVALUATE, ONCE  
2       MS. WHITE GETS ME THE TRANSCRIPT, AND YOU ALL CAN REACH  
3       OUT TO MR. COYLE, WHO CAN TELL YOU HOW YOU CAN GET THE  
4       TRANSCRIPT UNDER THESE CIRCUMSTANCES, IF YOU WISH IT.

5                   I'M NOT REALLY INTERESTED IN SOLICITING  
6       MORE WRITTEN SUBMISSIONS ON THIS POINT, BUT IF THERE IS  
7       SOMETHING THAT YOU JUST REALLY MUST COMMUNICATE WITH THE  
8       COURT IN WRITING ON POINTS THAT WE HAVE DISCUSSED, OR IF  
9       THERE WERE TO BE SOME LATE-BREAKING NEWS ABOUT SOME NEW  
10      CASE THAT IS PERTINENT AND YOU FEEL A NEED TO WRITE  
11      ABOUT IT, I WOULD NOT WAIT TOO LONG TO SEND ME ANYTHING.  
12      BUT IF YOU DO SEND THE COURT MORE WRITTEN MATERIAL ON  
13      THESE POINTS, KEEP IT TO SIX PAGES, 8-AND-A-HALF BY 11,  
14      ONE SIDE ONLY, DOUBLE SPACED, LEGIBLE-TYPE SIZE,  
15      ONE-INCH MARGINS, NO ATTACHMENTS AND MINIMAL FOOTNOTES,  
16      THAT IS, LESS THAN SEVEN LINES OF FOOTNOTES PER  
17      FOOTNOTE.

18                   IS THERE ANYTHING UNCLEAR ABOUT THAT,  
19      FOLKS? I DON'T READ BEYOND THOSE NUMBERS OF PAGES,  
20      PARTICULARLY IN THIS SETTING. I FOUND LAWYERS, AS YOU  
21      WELL KNOW, ARE SO SMART. THEY CAN FIGURE OUT WHAT  
22      LITTLE TEENY CRACK REMAINS. I REALLY DON'T INTEND FOR  
23      THERE TO BE ANY. THERE IS NO DAYLIGHT IN WHAT I'M  
24      COMMUNICATING TO YOU ON THIS POINT, BECAUSE YOU HAVE ALL  
25      BEEN EXTREMELY EFFECTIVE THUS FAR.

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THANKS VERY MUCH. NICE TO SEE YOU.

ALL COUNSEL: THANK YOU, YOUR HONOR.

(HEARING CONCLUDED.)

I CERTIFY THAT THE FOREGOING IS A CORRECT  
TRANSCRIPT FROM THE RECORD OF PROCEEDINGS IN THE  
ABOVE-ENTITLED MATTER.

5-20-21



DATE

SUZANNE R. WHITE

OFFICIAL COURT REPORTER

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